

## 360 - SGM- Council Meeting Minutes

**Minutes of the 360th meeting of Council held on Friday 4 July, 2014 09:00-12:30**

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

Present:

Nigel Brown (Chair)

Andrew Davison

Steve Diggle

Evelyn Doyle

Pat Goodwin

Mark Harris

Colin Harwood

Ian Henderson

John Sinclair

Chris Thomas

In attendance:

Dariel Burdass (Head of Communications) items 21-34

Leighton Chipperfield (Head of Publishing) items 21-34

Peter Cotgreave (Chief Executive)

Rosie Waterton (Projects Manager)

01. Apologies for absence & welcome to new attendees

Apologies for absence were received from Sara Burton, Paul Hoskisson, David Pearce, and Maggie Smith.

The President welcomed the new Chief Executive to his first meeting of Council.

02. Declaration of any new conflicts of interest

No new conflicts were declared.

03. Minutes of the 359 Meeting of Council

The minutes of the 359 meeting of Council were agreed as a true and accurate record, subject to the addition of Colin Harwood's name among the list of attendees.

04. Matters arising from the minutes and Action Points

Colin Harwood reported that Ian Sutcliffe was unable to attend the International Committee on the Systematics of Prokaryotics; an alternative representative was being sought.

Steve Diggle agreed to Chair the reinstated Membership Working Group.

SGM Insurance Policies were under review to check if they covered Council members whilst on SGM business. SGM would need to ensure that any such policy was not in Council members' names as it may constitute a benefit under Charity Commission guidance.

AGM planning was in hand and the President thanked staff for their efforts.

06. Plans for next Council meeting (September 12<sup>th</sup>)

The following points were noted:

New members of Council, taking up position in 2015, to be invited in attendance only.

Council to receive proposed budgets for 2015.

Prizes Panel to bring recommendation for 2015 Prize winners to Council for ratification.

Governance review; terms of office for all Council members.

Elections and nominations process review.

Reviewing the process by which new members of the Society are approved by Council.

1.1 President / Chief Executive Business

07. General business / CDH items

The President updated Council on the SGM bid to host FEMS 2017 congress in Edinburgh and confirmed that a decision would be made in September. If successful, the preferred date would be the first week of July 2017.

The President reported that Colin Harwood had been nominated by SGM as the next FEMS Treasurer.

The Chief Executive informed Council of some required maintenance in CDH which would incur some unforeseen costs and highlighted the need for clear legal and professional advice concerning the relationship of SGM's Trustees to the Directors of CDH Ltd, and the need for financial guarantees to CDH Ltd to be based on a business plan.

08. Update on significant operational matters

The Chief Executive confirmed that the sale of Marlborough House had been completed. The refurbishment of 107 Grays Inn Road had been delayed by one week but it was anticipated that work would be completed by early November. The Chief Executive confirmed that the contract included a penalty for any delays.

The Chief Executive confirmed that once SGM staff were integrated onto one floor of CDH (likely to be first floor) there would be some further costs associated with any reconfiguration of the space required.

IT issues: The Chief Executive updated Council on the continuing IT issues SGM was facing. SGM had contracted an expert IT consultancy to scope future requirements, which would incur further costs but have a longer term positive impact for SGM.

Conference management:

The Chief Executive updated Council to confirm that a temporary member of staff had been contracted in the conference department after the departure of the Conferences and Events Organiser. The suggestion of undertaking a SWOT analysis for Conferences was welcomed.

09. Report back from CEO

The Chief Executive reported that in his first month, he had been very impressed by the high quality and commitment of the organisation's staff. The process of organisational change was proceeding well but still had some way to go. It was clearly necessary for an organisation like SGM to behave more like a business than had been required in the past, without losing sight of the core values and objectives of a learned society.

During his first month, he had set four objectives: (a) to get to know the organisation, (b) to prepare for the Council Meeting, (c) to get to grips with significant operational challenges including IT, HR, data protection and the relationship with CDH Ltd and (d) to define a stable staff structure following a time of change and a period during the changeover of Chief Executives when it had been difficult to make long-term commitments.

On the recommendation of the Chief Executive, Council agreed (a) to redesignate the most senior members of staff as Directors, (b) to create a new post of Director of Scientific Programmes, (c) to create a new post of Head of Operations, (d) to make provision for two additional members of staff in Scientific Programmes, but not to fill the posts until the new Director was in place, (e) to formalise the role undertaken by the Projects Manager by creating the post of Governance Manager and (f) to implement other management changes contingent on these posts.

#### 10. New Council Member official start dates

Council formally agreed that newly elected Council members would take office from 1 January subsequent to the AGM in which their election is announced. Current members of Council and Chairs of Committees agreed to extend their terms of office as appropriate to ensure alignment with the new process.

#### 11. Results of elections to Council, Committees and Divisions

The Chief Executive reported that there had been some shortcomings with the election process in the current year and in previous years. It did not affect the outcomes but in other circumstances, it could have done so. He reassured Council that there would be a full review of the process to ensure no such issues in the future.

Council approved all the unopposed candidates to positions of Council and Divisions:

#### **Council**

Mike Skinner

#### **Virology Division**

Jo Parish

Andrew Macdonald

#### **Prokaryotic Division**

Jennifer Mitchell

Lori Snyder

Martin Welch

Ryan Seipke

Stephen Michell

#### **Eukaryotic Division**

Jason King

Kevin Kavanagh

Gareth Bloomfield

James Ajioka

Edward Louis

Colin Robinson

Ian Roberts

#### **Irish Division**

Marguerite Clyne

David Clarke

Council approved the following election results:

**Prokaryotic Division**

Sheila Patrick – Clinical

Sabine Totemeyer- Veterinary

**Virology Division**

Stephen Griffin – Translational

Erica Bickerton – RNA

The Chairs of each relevant committee recommended the following Chairs elect:

David Bhella – Communications Committee

Charles Dorman – Publishing Committee

David Whitworth – Professional Development Committee

Council confirmed that for the Committees that received no nominations; members should look to co-opt.

Pat Goodwin raised an issue with the Policy Committee where the majority of members are all due to retire from office in 2015. The President suggested, and Council agreed, that existing Policy Committee members should be approached to extend terms of office for elected members. Ideally, one would extend for one year and one for two years to ensure a spread turnover. The detail would be left to Dr Goodwin as the Chair Elect.

12. Composition of Council and Committees

Council noted that the dates of completion were in some cases incorrect but that no clear audit existed to clarify terms of office. Council requested a paper to be submitted to the next meeting rationalising the terms of office and rules around process.

13. Appointment of new President, initiation of procedure at AGM

Council confirmed that the process should be that nominations should be requested from membership and a decision reached by Council.

The President proposed the following timescales:

- Invitation for nominations made at AGM and request to members for nominations to be received by Council at March meeting
- Council to make final decision July 2015
- Council's decision announced at September AGM 2015
- Incoming President to attend September and November 2015 Council meetings
- New President officially takes up post from January 2016

The General Secretary explained that the previous process set up a working group of Council members who provided a shortlist from the nominations received and brought this to Council for voting. Council agreed to use this process again. Council also agreed that nominators should be responsible for making nominees aware of their nomination and approached for willingness to stand.

Council discussed extending the process to all Executive Officer positions but acknowledged the need to simplify processes and provide Job descriptions for the roles etc.

14. Governance: Review of Governing Documents: Articles of Association.

Council accepted the summary paper and revised Articles of Association and decided not to specify terms of office for Executive Officers and Chairs of Committees in the Articles, but to record them in working documents.

The Chief Executive raised the issue that according to the current wording in the Articles, Council members were unable to be involved with any other organisation with which we enter into a contract and that the conflicts of interest register is not sufficient in this instance to limit the risk. It was agreed that this was too restrictive as it stands. Council approved appropriate words to be drawn up using Charity Commission wording and that the General Secretary will sign off the changes once made.

#### 15. AGM papers and plan:

The programme was agreed subject to the following amendments:

Ensure consistency of 24 clock/12-hour clock.

Amend Finance Committee start time to 10am.

#### President's dinner:

The Chief Executive proposed approval of cost up to £3.5k (the mid range option of scoped options) but requested staff to look at alternative venues (more relevant to SGM) within that price range.

Colin Harwood suggested Houses of Parliament as a prestigious and relevant venue though costly.

Chris Thomas raised the importance of a strategic seating plan to assist networking and suggested circulating places half way through.

Council members agreed to send names of potential invitees to Rosie Waterton within a week of the meeting.

#### 16. International Relationships Review.

Council thanked the Working Group for its efforts.

Council approved the criteria for assessing SGM's relationships with other organisations, subject to the addition of one further point, to be based on wording already used by the Communications Committee

Council approved the criteria relating to SGM acting as a host for other organisations and the principle that SGM would like to be able to do this but in view of demands on staff at a time of change, it deferred any specific decision on when this would be feasible and the nature of the support it would be able to provide.

Council agreed that there should be a light touch review of a relationship whenever SGM was asked for financial contributions, but a decision to terminate a relationship should not be taken on the basis of one year's disappointing outcomes.

Council emphasised the important of good communications with individuals acting as SGM representatives on outside bodies, with a need both to ensure that they understood Council's objectives for the relationships and that Council received appropriate reports.

Council agreed that it should give further consideration to its overall international objectives, with the possibility of revisiting a previous decision to discontinue the post of International Secretary.

17. Appointment of Company Secretary

The Chief Executive confirmed that this was in the process of being changed to reflect the Articles of Association which dictate that the Company Secretary should where possible be held by the Chief Executive.

18. Membership - List of New members for Council

Council questioned if these have been reviewed in any great depth and requested the Chief Executive to bring details of the process to next meeting. In the meantime, the list presented was approved.

1.2 Finance and administration

19. Sign finalised annual accounts for 2013

The Treasurer gave Council a summary. Council formally approved the Report and Accounts, subject to the correction of the figures for expenditure on page 5, where £4,142 should have read £4,142k and £4,205 should have read £4,205k.

Mark Harris asked whether the Watanabe Book Fund was using the funds in the best way. Council agreed to review the terms of the support agreement and check the extent to which the funds could be reallocated.

20. Collated Finance Committee Papers

Council noted a summary report of the Finance Committee meeting on 3 July, circulated via email in advance of the meeting.

The Treasurer reported that the interview panel had unanimously agreed to recommend Waverton to manage SGM's investment portfolio. Council confirmed that decision.

Council approved the recommendation of the Finance Committee to continue to use the services of ARC Consultants to monitor implementation of the handover to Waverton and to monitor Waverton's performance. Council approved this at the estimated cost of £10K per year for two years in the first instance.

Management accounts and re forecast

The Treasurer acknowledged that now the finance function was managed by JS2, there was a longer wait for monthly figures. The Chief Executive noted that this was unacceptable and he would ensure that in future, Finance Committee and Council had access to more up to date figures.

The Treasurer noted that the format of the budget had changed to enable each department to itemise budget allocations better and include some previously centralised costs into each department.

Council reviewed the balance sheet and the Treasurer pointed out that the proceeds of the sale of Marlborough House (£950k) were currently held in cash but would become part of the investment portfolio when the new investment managers took over.

Council noted that the overall balance sheet at the end of April had been £14.7 million, but that most of the Society's income fell in the first part of the year while expenditure was spread more evenly throughout the year. Thus the balance sheet at the end of the year would be appreciably lower.

There had been significant overruns in some areas and the overall position for the year was likely to be a deficit in the region of £500k. This was largely because the budget had been set at a time of great uncertainty.

Council noted that there had been poor communication over some budgetary decisions. The President emphasised the need for clear communication between Chief Executive, Executive Officers and Council Members of any executive decisions made in regard to changes in budgets.

It was agreed that the Chief Executive would discuss any additional projected overruns, over and above the current reforecast, with the Treasurer, Finance Committee and Council.

It was agreed that SGM should be striving for a balanced budget as quickly as possible, recognising that this was unlikely to be realistic in the next two years. Achieving it would require: budgetary discipline, good communications, a focus on matching resources to strategic priorities and a thorough review of possible income streams.

Management of CDH Ltd.

Council noted that the Finance Committee had requested the Chief Executive to take sufficient professional and legal advice to give Council comfort that the relationship between SGM and CDH Ltd was on a firm financial and legal footing.

Council confirmed the recommendation of the Finance Committee that Simon Festing (previous Chief Executive) be removed from the bank mandate and that Peter Cotgreave (existing Chief Executive) be added in his place.

### 1.3 Scientific Conferences

21. Council noted the Minutes of the Scientific Conferences Committee

#### 22. Update

At the suggestion of the Chair of SCC, Council agreed in principle to allow Focused Meetings to be held jointly with other organisations.

The Chair of Scientific Conferences Committee updated Council on the good progress for the 2015 Annual Meeting programme in Birmingham.

For the 2016 Conference the options were either Liverpool or Edinburgh; the final decision was outstanding and the Chair of SCC will report back at the next Council.

The new Conference Centre in Brighton had been suggested for the 2017 Annual Meeting; the Chair of SCC was due to undertake a site visit.

Council noted SGM's involvement in the FIS Annual Conference in Harrogate in November. SGM had confirmed Peter Borriello as a representative who was organising a session.

For 2015, SGM was to take a lead in the conference structure and planning and Council agreed to the formation of a working group from Divisions' representatives to drive this.

The Chair of SCC raised the issue of SGM currently paying for plenary speakers to attend Conference for just two nights and proposed to be able to offer expenses for full meeting to speakers. Council agreed, where speakers are involved in other activities for the duration of the meeting. The financial implications would need to be included in the budget for 2015.

#### 1.4 Professional Development

##### 23. Membership subscription rates

Council approved the recommendation not to increase rates for 2015. The justification was that significant increases had been introduced in some categories during the membership review in 2014 and to allow the changes concerning categories and anniversary membership to bed in.

The President noted the need for clarity over when we increase rates and how this affects anniversary membership.

##### 24. Council noted the Minutes of the Professional Development Committee.

##### 25. Update

The Head of Communications gave a verbal update on the Champions initiative. The membership department is rolling out the next phase and has sourced Champions throughout the UK though predominantly in the South East. SGM will host a meeting in CDH in September to train Champions and explore toolkit requirements.

Clarification was sought that there is grant allocation for specific Focused Meetings. The Head of Communications confirmed this was publicised on the website.

##### 26. Council approved the membership of a sub Committee to consider nominees for the 2015 Prizes and 2016 Prize Medal:

The General Secretary *ex officio* in the Chair

Pat Goodwin

John Sinclair

Steven Diggle

The panel will convene before the Council meeting in September and bring recommendations for the 2015 Fleming, Marjory Stephenson, Peter Wildy and Colworth prizes to Council. They will also bring a shortlist of nominees for the 2016 SGM medal to Council, who will vote on the medal

The General Secretary confirmed the nomination process to Council. Council considered Equality and Diversity issues for nominations and emphasised the importance it placed on a diverse field of candidates.

#### 1.5 Communications

##### 27. Council noted the Minutes of the Communications Committee.

##### 28. Update

The Head of Communications gave a verbal update on the STI play which was in full development. There had been a meeting between the SGM, Jeremy Curtis (Head of Education at UK Space Agency) and Peter Taylor(UCL) to discuss a possible public engagement on oral microbiology which will link with both the Microbes and Space session at the Annual Conference 2015 and Tim Peake's space mission. A draft proposal is in circulation.

The press coverage received by SGM-supported activity at the Royal Society (involving Matt Hitchens) was SGM-branded and would air on the One Show in the following week.

The "Microbes as real superheroes" event package, developed by SGM, was now available to download from the website.

The President noted the excellent work of the Public Relations Manager and his team in regards to the recent media presence of SGM.

#### 1.6 Policy

29. Council noted the Minutes of the Policy Committee.

#### 30. Update

The Head of Communications, Dariel Burdass (DB) gave a verbal update on the progress of SGM developing a Policy Roadmap to remain open and transparent in its Policy objectives. The committee would report fully to Council in December. She also reported that the Anti-infective Technologies and Strategies Policy Working Group is meeting with the funding agencies on Tuesday 8 July to discuss the possibility of the group running a two-day workshop to facilitate the development of new inter-disciplinary research proposals. It was unclear how this would be received in the light of the recent announcement by MRC of Cross-Council initiative to fund antimicrobial resistance (AMR).

PG informed Council that on Monday 30 June she had attended a GovToday high-level roundtable discussion on the subject of AMR chaired by Dame Sally Davies. As it was conducted under the Chatham House Rule she was unable to give a detailed account. However, she did inform Council that she had raised the possibility of 'Citizen Science' as this would build on the public's interest in AMR following the success of 'Antibiotics' winning the 2014 Longitude Prize. She had discussed briefly with DB the possibility of using the 'Small World Initiative' as the basis for a 'Citizen Science' project. A paper would be submitted to Policy Committee and then Council.

The Chief Executive mentioned that he knew Lord Rees, Chair of the Longitude Committee, who had commented that 'antibiotics', the winner of the public vote for a £10million challenge, would be a difficult subject around which to define a specific challenge. The Chief Executive agreed to contact him to see if the Society might have a role in setting the challenge on 'antibiotics'.

#### 1.7 Publishing

31. Council noted the Minutes of the Publishing Committee

#### 32. Update

The Head of Publishing confirmed that submissions for all journals continue to increase, and that JMM Case Reports had already exceeded its target number of submissions for 2014.

The Head of Publishing reported that he was sitting on a contract review panel for the British Pharmacological Society publications. He will also be presenting at a publishing session at the EFB16 congress in Edinburgh on 14 July.

The new Impact Factors are expected to be released at the end of July.

Council approved a recommendation from Publishing Committee for Tanya Parish to replace Agnès Fouet as Editor-in-Chief of Microbiology when Prof Fouet completes her term in mid-2015.

#### 1.8 Other

33. Dates of Council meetings in 2015

The President suggested a Doodle poll for Council meetings to avoid clashes with those who have other similar responsibilities and requested that suggested dates be circulated.

#### 1.9 AOB

34. Plasmid History proposal CSHL Plasmid Research

Council noted that it had agreed by circulation the proposal to fund attendees for the CSHL Plasmid Research Group.

Council agreed that members of the Society should have equal access to funding, and that the current request, coming from a Council member outside the normal processes, might be considered unorthodox and give rise to the appearance of favouring Council members' applications over those of other members.

Council therefore agreed that the terms and conditions for Society-Supported Conference Grants should be amended to say that the normal maximum award would be £2k, but that higher amounts would be considered in exceptional circumstances.

The next meeting of Council would be on 11<sup>th</sup> and 12<sup>th</sup> September 2014.

There being no further business, the President closed the meeting at 12.25pm.

Actions:

Articles of Association to be updated according to recommended rewording.

All successful and unsuccessful members of Council, Committees and Divisions to be notified of the elections outcome.

Those nominated for the Prizes panel to be contacted with the process.

Check origin and agreement of the Watanabe book fund.

The Chief Executive to seek legal advice on financial and legal implications of the SGM and CDH Ltd relationship.