

Minutes of the 361 meeting of Council

The 361 meeting of Council was held at Charles Darwin House on 12 September 2014 at 9:00am

Present:

Nigel Brown (President)
Evelyn Doyle (General Secretary)
Chris Thomas (Treasurer)
Paul Hoskisson (Chair of Communications Committee)
Sara Burton (Chair of Professional Development Committee)
Colin Harwood (Chair of Publishing Committee)
John Sinclair (Elected Member)
David Pearce (Elected Member)
Pat Goodwin (Elected Member)
Steve Diggle (Elected Member)
Ian Henderson (Elected Member)
Andrew Davison (Elected Member)

Charles Dorman (Chair elect of Publishing Committee)
David Whitworth (Chair elect of Professional Development Committee)
Mike Skinner (Incoming Elected Member)

In attendance:

Peter Cotgreave, Chief Executive
Rosie Waterton, Governance Manager
For Agenda items 20 onwards:
Dariel Burdass, Director of Strategy and Communications
Benjamin Thompson, Public Relations Manager
Isabel Spence, Public Affairs Manager
Paul Easton, Head of Membership Services
Leighton Chipperfield, Director of Publishing
Parita Patel, Product Manager
Kerry Cole, Sales and Marketing Manager
Beth Faircliffe, Head of Meetings and External Events

01. Apologies for absence and welcome to new attendees

Apologies for absence were received from Mark Harris and Maggie Smith.
The President welcomed the incoming Elected Member of Council, Mike Skinner, and also Charles Dorman and David Whitworth as incoming Chairs Elect of Publishing and Professional Development Committees respectively. Council noted that these members were in attendance only with no voting rights.

AGM event

Council gave feedback regarding the AGM event from the previous day. Overall the event was deemed a success with positive feedback received about the President's Dinner and networking opportunities. The suggestion of a comfort break during the Young Microbiologist of the Year presentations was welcomed and agreed. The suggestion to live stream or podcast the YMOY finalist talks was also agreed, subject to budget.

The President extended his thanks to SGM staff for organising the event and noted the intention to run a similar event in 2015.

02. Declaration of any new conflicts of interest

Andrew Davison declared that he is now President of ICTV.

ACTION - RW to update the conflicts register.

03. Minutes of the 360 meeting of Council

Council approved the minutes as a true and accurate record of the 360 meeting of Council, subject to the correction of Matt Hutchings' name, which appeared as "Hitchings" on p.9.

04. Matters arising from the minutes and action points

All actions have been completed.

05. Plans for next Council meeting

The Chief Executive reminded Council of its previous request for a paper to define further its International Strategy objectives and confirmed this was in the hands of Dariel Burdass, Director of Strategy and Communications, and a paper would be brought to Council in December.

06. General business/CDH items

The President noted that after its time of change and transition SGM was settling down and he formally noted and thanked staff for their continuation of excellence during unsettling times.

07. Update on significant operational matters

The Chief Executive updated Council on the refurbishment of 107 Grays Inn Road which included a need to reconfigure the air conditioning to comply with planning conditions, which would mean a six-week delay and a £25,000 increase in costs to SGM, which was within the previously-agreed contingency. Other than that set back, the work was continuing to schedule, with a new completion date of 15 December.

Council approved the recommendation that any combination of the Executive Officers could sign the lease on its behalf.

The Chief Executive summarised the other elements of the paper including the ongoing IT issues and how SGM was working to resolve these. He also drew Council's attention to the HR health check and noted the main requirements such as training budgets and the essential need for improved internal communication. He also noted the thoughtful work of the Internal Staff Strategy Working Group.

ACTION: The Chief Executive to put together a single action plan.

Data protection. The report concluded that current data protection measures fell significantly short of the expectations of the Act. However, everything appeared to be remediable in ways that would not incur dramatic costs to SGM. The Chief Executive drew Council's attention to the fact that although he holds day to day functional responsibility, Council as Trustees remained legally responsible for ensuring that the Society complied with the law.

The General Secretary summarised the high quality of the Director of Scientific Programmes candidates and confirmed an offer had been made. The Chief Executive declared his conflict of interest as he knew the candidate - this had been openly declared throughout the process.

Colin Harwood raised a query about the value of Trustee Indemnity Insurance. The Chief Executive agreed to bring a paper to December Council.

The President opened the paper for discussion and comment. Sara Burton thanked the Chief Executive for the levels of transparency relating to operational issues.

08. Report back from the CEO

The Chief Executive reiterated that after three months, he continued to be impressed by the excellent quality of SGM's staff and the programmes SGM produces in driving forward Council's strategy. He noted a legacy of operational issues and which were continuing to take significant resources to deal with. He noted the success of SGM's first ever Focused Meeting and the first Champions' day.

09. Critical risk register

Council noted the paper and in particular the fact that the risk register would be presented to it twice a year.

The Chief Executive noted there were some issues missing from the current version of the risk register, such as the risks inherent in being a co-owner of a property portfolio worth millions of pounds. The Chief Executive undertook to meet with Managers and Senior Managers and update the register for the next time Council saw it.

The Chief Executive welcomed comments on the format. The President suggested a traffic light system to highlight managed risks, upcoming risks and priority risks etc.

10. Terms of Office

The Chief Executive summarised the amended version of the paper, which gave the terms of office as:

President: Three years.

General Secretary: Three years.

Treasurer: Two years, plus two years as Treasurer Elect (noting that the current Treasurer had been elected under different rules for a four year term).

Chair of SCC: Two years, plus two years as Chair Elect.

Chairs of PDC, Policy Committee, Communications Committee and Publishing Committee: 3 years, plus at least one year as Chair Elect.

Elected members: A question had been raised over the optimal term for elected members, which were defined in the newly-updated Article of Association as being generally three years but with a specific and unlimited authority for Council to change this in the form of words: "unless Council determines otherwise". There was an argument that four years would be preferable to three, for continuity and stability.

The President proposed, and Council agreed, to leave the amended Articles of Association as they were, but consider utilising the caveat "unless Council determines otherwise", and to discuss the matter further at a subsequent meeting.

Council noted that succession planning would be key to ensure that too many members did not all retire at the same time.

11. Composition of Council and Committees

Council noted the paper.

The Chief Executive apologised to Mike Skinner that his name was incorrect on the version of the paper that had been circulated to Council.

Elected Members confirmed their agreement to serve on the suggested Committees for 2015.

Pat Goodwin confirmed a new co-opted member of the Policy Committee as Andrew Collis from GSK.

12. Watanabe book fund

The Chief Executive summarised the history of the fund in that it had originally been classed (from the early 1990s) as a designated fund making small grants to libraries in developing countries for books on microbiology. He noted that no grants have been made for the last three years and that the total sum of money available was £7,000. As a designated fund, it was within Council's power to re-designate or un-designate. The Chief Executive confirmed that although the records appeared to show that Council intended the money to be treated as an endowment, it had no general power to create endowments in the absence of specific authority from the donor.

Colin Harwood believed that at least a sum of money should be retained for scholarship within the developing world. Sara Burton agreed and suggested this be included in the review of grant cuts due for December Council.

Council agreed to retain the principle of funding for developing world but allow the detail to be defined in the December review of the grants. This will change the designation (changing the word "books" to "scholarship"). The fund would be known as the Watanabe Fund with the designation that it is "for scholarship in the developing world".

13. New Member Validation process

Council noted that the Articles of Association stated that Council must approve the applications of new members but that, in practice, Council simply noted the names. Although all members submit a CV or signature from a tutor/current member, staff were not investigating or making judgements on the appropriateness or the authenticity of these and did not have the mechanisms available to undertake rigorous checks. The President highlighted that these requirements existed to prevent the Society being brought into disrepute because of questions over the appropriateness of its members. Sara Burton raised concerns about the potential of not noting political or criminal backgrounds of new members who might use social media channels very rapidly to cause problems. It was agreed that Council will discuss this in the future if considered a real threat.

It was noted that there was no provision in the Articles of Association enabling Council to remove anyone from Membership. Council agreed this needed to be changed and a further resolution would need to be put to the membership.

14. Membership

Council approved the list of new members.

15. Prizes

This item was dealt with out of sequence owing to the availability of the General Secretary. The General Secretary summarised the process in relation to the Prizes that were open for nominations for 2015, and highlighted the issues with Equality and Diversity and the deadlines. There had been few female candidates by the initial deadline, but more had been nominated when the deadline had been extended. Council agreed to bring the deadline forward in future years, to allow for a second wave of nominations.

Fleming Prize Lecture:

6 nominations: 4 male and 2 female.

The Panel recommended that Professor Michael Brockhurst be awarded the Prize.

Marjory Stephenson:

7 nominations: 4 male and 3 female.

The Panel recommended that Professor Robin Weiss be awarded the Prize.

Peter Wildy:

4 nominations, 2 male and 2 female.

The Panel recommended that Dr Simon Park be awarded the prize.

Colworth:

5 nominations, 4 male and 1 female

The Panel recommend George Lomonosoff be awarded the Colworth Prize.

The General Secretary confirmed that all nominators of both successful and unsuccessful candidates should be informed of the outcome.

The President left the room.

Prize Medal:

The General Secretary noted this was the first year that nominations for the Medal were sought from the entire membership, as previously nominations were only sought from Council members. The votes were completed, collected and counted by the Governance Manager and the Chief Executive. The President returned to the room. Philippe Sansonetti was voted as the clear winner of the 2016 Prize Medal.

16. Proposed budgets

Council noted a summary of the Finance Committee meeting on 11 September, circulated via email in advance of the meeting.

The Treasurer noted that for the first time the departmental budgets had been reviewed collectively, and that this process had allowed proper consideration of the overall deficit. Council noted that within available resources, some strategic aims would have to wait to be accomplished and some aspirations may need to be prioritised further.

The Chief Executive took Council through the proposed budgets and noted the attempt to balance the need for long term financial sustainability with a desire to grow SGM's impact and influence. He noted the very large deficit and drew attention to £135,000 of "one off" including refurbishment of first floor at CDH, IT investment and creating the taxonomy and structure of semantic tagging of journal content. The budgeted figure for the latter assumed the cost would be shared with the American Society for Microbiology. The remaining £554,000 structural deficit would need to be reduced for long term financial stability of SGM. The Chief Executive drew Council's attention to the Director of Publishing's paper on areas of potential financial growth and confirmed the plan was for a balanced budget within three to five years, ideally within three.

Council approved the proposed budget, including the various cuts that had been applied to the Directors' proposals, following discussion relating to grants, subscriptions and donations.

Grants

The reduction in budgeted expenditure on grants from £430,000 to £330,000 would represent a reduction of approximately 15% on current expenditure (around £390,000 in 2013 and a similar forecast for 2014). Council agreed that, although undesirable, such a cut could be justified, partly because (excepting Harry Smith Vacation studentships) the overall success rate was approximately 98%, which was not reflective of other Learned Society grants or broad community expectations. The President noted that SGM had a reputation of being well off and being able to afford to support numerous initiatives which may have been taken advantage of previously and suggested it may not be entirely harmful if SGM were to cut back on some generous offerings.

However, it was agreed that the cut would need to be implemented in the most thoughtful and least painful way possible. Steven Diggle also pointed out the recent formation of the "widening the appeal working group" with a remit to extend SGM's appeal and suggested that these cuts were in direct contradiction of further engaging the membership.

John Sinclair reiterated that in recommending the budget to Council, the Finance Committee had been acutely aware that there are areas of SGM's grant-giving that must be protected from cuts and that there was no assumption from finance that grant checks are not thorough.

Paul Hoskisson offered the suggestion to offer matched funding in some instances, which would allow the Society to offer the same number of grants but reduce actual expenditure. The Chief Executive finally noted that the budget contained a substantial contingency which would act as a temporary cushion if the cut to the grants budget proved unrealistic.

It was agreed that Professional Development Committee would review the detail in terms of what should be ring fenced and where savings could legitimately be made.

Subscription and Donations

Interest declared by Pat Goodwin as Treasurer of the Society of Biology. Interest declared by the Chief Executive as Chair of the Trustees of SMC.

Subscriptions and donations make up a large sum of the budget and the Chief Executive confirmed that the framework agreed at last Council had been used to review each relationship and thus decisions to cut some had been made. The Chief Executive took Council through Appendix 3 of the Finance papers which noted any cuts recommended to be made and the reasons for each.

Organisation	2014 support	Original proposal for 2015	Current budget proposal	
Society of Biology	£41,000	£41,000	£41,000	This funding was a strategic decision taken last year by Council. We are discussing with the SoB how we maximise the benefits of this level of membership.
Big Bang Stakeholder Group	£5,000	£5,000	0	This was originally envisaged as funding to get the Big Bang Festival off the ground. We would still participate in the event, but would not be on the steering group
Foundation for Science & Technology	£2,000	£2,000	0	We could still attend FST events
Chatham House	£1,800	£1,800	0	This is an historic hangover and it is difficult to see why we are members
CaSE	£6,000	£5,000	£2,500	This is an important organisation but SGM's contribution is out of line with some other organisations.
Science Media Centre*	£3,000	£3,000	£3,000	We have a strong relationship with the SMC and of all the subscriptions, the Director of Strategy and Communications believes this is good value for money
Science Council	£1,700	£1,700	0	It is difficult to quantify any hard benefits of this investment
School Science website	£5,000	£5,000	0	We get as many as 45,000 hits a month on our own education website
Sense about Science	£9,000	£3,000	£1,000	£1,000 is the basic membership fee; we have

				been supporting other activities separately
Understanding Animal Research	£1,600	0	0	We influence this single issue in other ways (e.g. through membership of the Animal Sciences Group)
Mineralogical Society	£2,000	£2,000	£2,000	A three year commitment (2013-2015 inclusive) aimed at reaching geomicrobiology community
European Society for Virology	£800	£800	£800	
IUMS	£1,100	£1,100	£1,100	
Total	£80,000	£71,400	£51,400	

Andrew Davison noted that ICTV was not included on the list and that historically SGM has contributed £1,000 annually. It was not clear which budget this fell into and the Chief Executive agreed to investigate.

SB noted FEMS and ASM were also currently unidentified. The Chief Executive confirmed he would investigate.

The Chief Executive noted the need for forward planning to ensure SGM could reach a balanced budget in due course and have a contingency plan to realign our finances if new income sources are not viable.

It was noted that the move to CDH was intended to have bought about a more streamlined need for staff through collaboration with the other tenants and yet this had not been the case to the degree envisaged. The Chief Executive confirmed the acquisition of a shared HR service for the building but acknowledged further shared benefits would have been expected. The President acknowledged that the move and the new staff base created a new culture which required certain internal support. He noted that CDH Ltd as a professional organisation is a work in progress and that the Chief Executive was charged with ensuring that this continued to be developed.

Council accepted the budget proposals for 2015. It was agreed that further plans should be presented to the next Council meeting regarding the trajectory for cutting the deficit in future years.

17. Collated Finance Papers

Council noted the papers from the Finance Committee.

18. Report from the Finance Committee

The Treasurer referred to the Finance Committee report that had been circulated the previous day and noted that the IT review and refurbishment work costs had already been covered in earlier agenda items. The Treasurer confirmed that the Executive Officers had signed the paperwork needed to give Waverton authority to deal with the SGM investment portfolio and confirmed that SGM would now obtain travel insurance for trustees travelling on SGM related business.

The July management accounts and reforecast for 2014 demonstrated that SGM was on track to make slightly less of a deficit than had been originally forecast in July.

The issue of editors' entertainment was raised and it was noted that there was a need for consistency in approach and for any new restrictions to be implemented with tact so that hard working volunteers do not feel unappreciated. The Chief Executive confirmed this will be looked at across all Committees.

Scientific Conferences Committee

19. Council noted the key points relating to the Scientific Conferences Committee.

20. Update

In the absence of the Chair (Mark Harris), the President gave a brief update. He noted the success of the first Focused Meeting in Loughborough and planning for Birmingham in 2015 was on course. Beth Faircliffe confirmed the new FIS representative for SGM as Sheila Patrick.

Professional Development Committee

21. Council noted the key points related to Professional Development Committee.

22. Update

Paul Easton notified Council of the Successful Champions' day held at SGM to engage with and support the volunteers from the membership who were undertaking the new role. He confirmed that ideas for various initiatives across the UK were in formation.

He also noted the launch of anniversary membership, meaning that people could join the Society at any time of year.

Communications Committee

23. Council noted the key points relating to Communications Committee.

24. Update

Dariel Burdass noted the success of the play about sexually transmitted infections and that a video of the production would be available and would form part of an educational pack for schools. Paul Hoskisson noted the success of the Public engagement event at European Federation of Biotechnology and confirmed plans to repeat it in Cambridge later this year.

25. Small World Initiative

Dariel Burdass summarised the work of the panel thus far and the remit of the initiative as on a global scale. The President noted the opportunity to engage further with ASM and use this as a collaborative initiative. Paul Hoskisson also noted the opportunity to link with the Longitudinal Prize.

Policy Committee

26. Council noted the key points relating to Policy Committee.

27. Policy Update.

The Public Affairs Manager, Isabel Spence, explained that SGM had been working with the Society for Applied Microbiology to create a vulnerable skill list to contribute to the work of the MRC and BBSRC. The suggested areas were: Bio informatics, Industrial Biotechnology/Bioenergy, Microbial physiology, mycology, food microbiology, plant pathology. Council was invited to notify Isabel Spence of any additional vulnerable skill areas that ought to be included.

28. Policy roadmap.

Council noted the paper circulated in advance. The President noted the importance of a strategic plan for Policy to ensure we have clear direction. Dariel Burdass highlighted the intention to link with other areas and confirmed the planned staff workshop to consult across the organisation.

29. Animal research concordat.

The recommendation is to be a signatory for the Animal Research Concordat. Council approved SGM signing the Concordat.

Publishing Committee

30. Council noted the key points relating to Publishing Committee.

31. Publishing Update.

There was nothing further to add to the paper

32. Publishing review – IJSEM

Colin Harwood reminded Council that IJSEM was a journal that SGM publishes on behalf of IUMS and highlighted concerns in regards to how the field of taxonomy was developing and the likelihood that taxonomy would become better served by databases rather than journals. He noted that traditional taxonomy was not a well-funded community and this journal had not generated a lot of income for the Society. He posed the question of whether SGM could continue to publish a financially-unsuccessful journal on behalf of another organisation or if it should be concentrating on expanding and developing its own portfolio of journals.

The Director of Publishing supported the point by acknowledging that given the direction that the field was heading, SGM had to question whether the resources that it committed to a someone else's journal could be better utilised to looking at better ways to publish taxonomic information. The Chief Executive highlighted to Council the loss that the journal was predicted to make and asked that members reflect on this in reference to the budget cuts discussions earlier in the meeting. Paul Hoskisson acknowledged the Journal as key to the Microbiological Community, but agreed the drain on resources and finances is an issue. He suggested that "pulling" the journal support might force the taxonomy field to modernise its approach, which in the long term would be a positive development for the art and science of microbiology.

The Treasurer noted that just to cover costs is acceptable as a charitable activity but not to publish on behalf of another Society at a loss.

The President noted that if at any stage the decision is to discontinue publication, a three year lead time would be necessary and the projected figures demonstrate that within that timeframe, SGM would incur a loss on the journal.

The President suggested, and Council agreed that discussions should be with IUMS from a position that SGM is minded to discontinue publishing IJSEM on behalf of IUMS but that SGM remained open to allowing further discussions around changing the publishing model if a viable way forward could be agreed. This discussion would necessarily remain confidential.

33. Journal re-brand

The President noted the internal project team responsible for re-branding SGM's journals and engaging with our clients. Kerry Cole confirmed the progress had already started through internal workshops and planned focus groups and that the Society brand was underpinning all the work relating to the Journals rebrand to ensure consistency. Kerry confirmed the process would pre-empt any future developments within our publishing portfolio.

34. Dates of 2015 Council meeting.

The President confirmed the dates as:

5 and 6 March 2015

2 and 3 July 2015

17 and 18 September 2015

3 and 4 December 2015

35. AOB

The President raised an issue that had been brought to him by Mark Harris who was unable to attend the meeting. Some Israeli scientists had been invited to an SGM Conference and this opened up the question of whether, given the political situation in Gaza, it was appropriate for the Society to issue such invitations. The consensus among Council was that SGM would be in danger of being

inconsistent across a whole variety of different international situations and that it would be inappropriate to prevent scientific discourse due to the actions of governments. Charles Dorman raised a concern around preserving the history of the discipline. He offered the suggestion of an SGM scholar to write history of the discipline, particularly in UK etc. He noted that ASM may potentially undertake something similar and highlighted the importance of ensuring the version includes a fully international perspective. He suggested potentially engaging in a collaboration with the Wellcome Trust which has funds available for the history of science. The importance of key locations for Microbiology was noted and the suggestion of a blue plaque scheme was raised. Pat Goodwin confirmed that this type of scheme was already in formation through the Society of Biology (SoB). In order to prevent unnecessary duplication and dilution of impact, the President suggested SGM avoid considering an independent scheme, but work with SoB to ensure that sites of Microbiological importance were recognised through its scheme. The President declared the meeting closed at 12:45pm.

The Next Meeting of Council would be 5 December.