



354 - SGM Council Meeting - Minutes

Minutes of the 354th meeting of Council held on 9 November, 2012 09:00-12:30

Venue: Marlborough House, Spencers Wood, Reading, RG7 1AG

Present

Nigel Brown (in the Chair)
Andrew Davison
Charles Penn
Colin Harwood
David Blackburn
Evelyn Doyle
Ian Henderson
John Sinclair
Karen Robinson
Maggie Smith
Mark Harris
Paul Hoskisson
Sara Burton

In attendance (for relevant sections)
Simon Festing (Chief Executive)
Leighton Chipperfield (Head of Publishing)
Dariel Burdass (Head of Communications)
Jane Westwell (Head of Membership Activities)

01. Apologies for Absence & welcome to new attendees

Apologies were received from Jo Verran.

The Chair welcomed Charles Penn, Andrew Davison, Maggie Smith and Sara Burton to their first Council meeting.

02. Minutes of the 353rd Meeting of Council

The minutes of the meetings were accepted as a true record of the meeting.

03. Matters arising from the minutes and action points

There were none.

04. Redactions - none proposed for 353 minutes

Council agreed that there should be no redactions for the minutes of the 353 meeting.

President/Secretary/Chief Executive Business

05. General business / Marlborough House items

There were no items raised.

06. Comments from the new President on

The new President presented a number of items on a slideshow (reproduced as an appendix to these minutes). The following points were made in the subsequent discussion:

The concept of the annual review could go further than Council members and include, for example, members of the editorial board. JGV already highlights performance at an annual editorial board meeting, but this process would develop more follow-up. This could mean the members of the Executive Officers speak between them with each of the members of Council.

Council agreed on the need for membership engagement, recognising that this is not necessarily easy, and persistence will be required. There needs to be greater use of personal contacts, in particular institutional representatives, and better procedures within the institutions (for example to get students signed up as members). There would need to be different ways to engage members, and greater clarity on the package of member benefits.

Council agreed to come up with a package of measures for member engagement (by circulation) to bring to the next Council meeting.

07. Process for election of President

Council agreed that the proposals put forward, largely based on experience during 2012, would constitute documentation as a starting point for the process in future.

Council agreed that there would be significant benefits to having a period of overlap for an incoming President to reduce the need to get "up to speed" at the beginning of the term.

08. Council Committees – progress with elections for new members

The following members were elected to the respective committees as below:

Professional Development Committee

Louise Cosby & David Whitworth (both have accepted)

Policy Committee

Gill Stephens, Martin Cranage and Jeremy Webb (all have accepted)

Communications Committee

Alan Cann and Gavin Thomas (both have accepted).

The elected Editor of Microbiology Today would be Laura Bowater who would commence the term from the September 2013 AGM.

Council agreed to review the membership of the committees at the March 2013 Council meeting to clarify what places would be available to be elected to in the run-up to the September 2013 AGM. Council will need to give consideration to setting up a cycle of the Chairs coming on and off the committees.

Council noted that the following elected members had agreed to sit on the respective committees as below, (and again they would need to be some circulation) on and off those committees:

Andrew Davison – Publications Committee

Karen Robinson – Scientific Conferences Committee

John Sinclair – Finance Committee

Maggie Smith – Policy Committee

Ian Henderson – Professional Development

Paul Hoskinson – Communications Committee

09. Appointments to Council Officer posts

Council agreed the following appointments, recommended to Council from the Working Groups.

General Secretary – Dr Evelyn Doyle, University College Dublin

Treasurer – Chris Thomas, University of Birmingham

10. Process for appointment of Chairs and Deputies for committees

Council supported the principles of opening up the process and provide greater transparency by encouraging nominations for the posts of Chairs and deputy Chairs from the membership. The final appointment would still be made by Council.

Council agreed that the current arrangements for Scientific Conferences Committee would remain in place, reflecting the nature of the work that involves planning far ahead. Council also noted that the post of Treasurer is currently for 4 years. Some further work would be needed to clarify the mechanism in these cases.

Council would also need to clarify what happens if a person resigns mid-term.

Council considered it would be desirable to identify a "pool" of members with the requisite skills and who could be called upon to be nominated to one or more committee or post.

11. Membership of Finance Committee

Council agreed with the proposal that the members of the Finance Committee should include: the Treasurer, the President, the General Secretary, and an elected member of Council, the Chief Executive, the Head of Finance and Administration, and the Head of Publishing.

Council recognised that having staff as full members of the Committee establishes a new point of principle.

Council agreed that it would be useful to pursue finding an independent person with financial expertise to sit on the committee in an advisory capacity.

It was agreed that the principle of there being a majority of Council members on the Finance Committee should be maintained.

12. Office location review – report from Working Group

Council agreed the future location for the Society headquarters would be Charles Darwin House. In implementing this decision, Council stressed that the Society should:

- Communicate clearly to staff that this was a decision made after very careful consideration of the business case, and recognising the impact on many staff.
- Continue to act as a good employer, providing support and advice to staff as far as possible.
- Provide fair and consistent compensation to staff in various ways, including a time-limited package for additional staff costs, (such as commuting and working at home) and, where necessary, redundancy payments– as presented to Council in the tabled documentation.
- Maintain business continuity of its activities, especially with respect to "mission-critical" activities such as journals, conferences etc.
- Enter swiftly into negotiations with the management committee of Charles Darwin House (CDH) and carry out the necessary due diligence.

- Keep Council properly informed of progress, and not enter into any commitments that have not been authorised by Council.
- Establish an achievable timetable to implement the decision to move, making use of space coming available initially in February for any new recruitment, and subsequently plan a full move for likely dates of late 2013, with September as the most likely date. Retain flexibility around dates for the closure of Marlborough House.

Council agreed the restructuring proposed by the Chief Executive, which would be carried out in advance of any relocation so as to help establish business continuity.

It was agreed to record that these were collective decisions of Council and therefore owned by all members. The decisions were to be conveyed to staff the afternoon after the meeting.

13. Critical risk register (revised 2012)

Council noted that the critical risk register had been updated, and its structure improved, and that there will still work in progress to fulfil the actions required within Marlborough House.

14. Statement of Responsibilities of Council and Executive (revised 2012)

Council noted that the Statement had been updated following agreed governance changes, in particular to the committees, and that further updating was necessary.

15. REF - nominations for users as assessors on the REF expert panels

Council agreed that it would be useful to nominate users. Suggestions will be sought by e-mail after the Council meeting.

Finance and administration

16. Report from Finance Committee

The Treasurer noted that SGM has a slightly reduced income, as compared with the income at the same point in 2011, partly due to a less favourable dollar exchange rate.

Overall for 2012 the projected deficit is likely to be higher than budgeted for. This is largely because budgets were set before the arrival of the new Chief Executive. The need for additional spending, for example on the CRM, was identified and approved. It was noted that the value of the investment portfolio had increased by approximately £400,000.

Other aspects considered were as follows:

- Finance Committee scrutinised the detailed figures behind the financial modelling analysis of the move to Charles Darwin House, noting that when estimates had needed to be made they were on the conservative side.
- Finance Committee spent some time scrutinising the current stage of play regarding the implementation of the CRM, noting that significant progress had been made. However there was still much to do, and this would entail additional expenditure (mainly in the form of an extensions to the contract for the Project Manager).

Council approved the closure of three bank accounts.

Council noted that the performance of our investment fund managers, Blackrock, had been poor compared with both the FTSE all share index benchmark and the performances of other fund

managers in the charity sector. Council agreed to review the approach towards its investment policy towards 2014. The issue of the poor performance would be raised directly with Blackrock when we meet with them next year.

17. Budgets finalisation for 2013

The budget for 2013 represents a "best estimate" of where we are likely to be. However, it does not incorporate figures for the costs of restructurings and office relocation. The Treasurer notes that the negative budget represents an increased investment in the Society following the sustained under investment in recent years. The projected levels of deficit for 2012 and 2013 are considered to be manageable within the context of the Society reserves of ~£11m.

Scientific Conferences

18. Review of conferences - setting up of Working Group

Council agreed to set up a Working Group, with the following membership: Evelyn Doyle, Mark Harris, John Sinclair, Susan Wong and Simon Festing. The intention would be to draft a document to bring to Scientific Conferences Committee in January, and then to Council in March 2013.

Council agreed that Divisions should be given an opportunity to comment, but that final decisions should rest with Council.

19. FYI: Minutes of SMC of 2 Sep 2012

Noted.

Professional Development

20. Nominations for honorary membership

Council approved honorary membership for Hilary Lappin-Scott. Council agreed that the policy would be to "normally" award honorary membership to past Presidents, but that this would not be automatic.

21. Prize lectures

Council agreed the following prize lecture awards:

Fleming Prize Lecture - Robert Ryan (accepted)

Peter Wildy Prize - David Bhella (accepted)

Colworth - Jeff Almond (awaiting a response)

Fred Griffith Lecture - Neil Gow (letter prepared).

22. FYI: Minutes of Professional Development Committee of 24 Oct 2012

Noted.

Communications

23. Rebranding of the Society – setting up of Working Group

Council had considered previously a paper on what makes a good brand and had agreed to come back to the issue this November. There are problems both with the word "General" in our title, and the size of the text in the current logo is far from ideal. However, there are always risks with rebranding which need to be considered carefully.

Council agreed to set up a working group to consider both the brand image (including colours and logo) and the name of the Society, and bring recommendations back to Council. Council noted a

concern that they might be a risk of confusion and/or loss of identity if we changed our name at the same time as we relocated .

24. *FYI:* Minutes of Communications Committee of 24 Oct 2012
Noted.

Policy

25. Update

The list of the final panel members for the expert committee on sexually transmitted infections was circulated.

The proposed terms of reference for the Equality and Diversity Working Group were circulated. Members would include Kim Hardie, Gavin Thomas, Paul Hoskinson. An early career researcher would be sought.

Publications

26. Publishing strategy

Council discussed and approved the proposed strategy for publishing, and agreed delegated authority to proceed with setting up a new publishing Department, as proposed (in liaison with the Chair of Publications Committee and Treasurer).

Council acknowledged that there is uncertainty about the future, but it is likely that there will be a future transition to an open access environment, in which revenue is derived from an author pays model. This is a difficult challenge to manage.

Nonetheless, in all future scenarios there was agreement that it remains a priority for SGM to ensure that it is getting good content submitted to its journals. The ambition is to improve the quality and impact factors of the journals.

Council endorsed the Chief Executive/Head of Publishing to continue work finalising the staff structure and commence recruitment, as proposed in the papers. The Head of Publishing emphasised the following points in relation to the staff structure, that it will be (i) scalable, (ii) agile and, (iii) able to provide the necessary level of service.

Council noted that the new structure would imply different ways of working across the Publishing Department, but that this should not be to the detriment of the levels of service currently provided to those involved (e.g. editorial board members, authors). A fundamental change is to decouple editorial work from production processes. A review of copy-editing is underway to assess the option of outsourcing this process.

The proposed structure means that processes for running a journal are all "in-place", and it is not necessary to take on a new "team" in order to launch a new Journal.

The proposed structure does not yet include a customer support function, because it is not determined how this will be handled. Therefore the structure is not fully comparable with the existing SGM staff complement. However, there is a likely reduction in staff numbers, albeit with additional costs for outsourcing some current functions. The end result would be a net saving, but with a structure which allows the Society to do far more.

27. Next Meeting of Council

8 March, 2013, with probable meetings on the Thursday beforehand.

Action points

1. *Come up with a package of measures for member engagement: ✕*
this is a priority for staff to progress with Council members in 2013.
2. *Make suggestions for the Ref Committee: ?* Not known if there were any responses.

The way forward for SGM - Notes from the President

Continuing

- Major activities to establish changes will continue
 - Publications strategy
 - New ways of working: CRM, new Committees, etc
 - Outcome of discussions on Office Location
- Existing work continues on
 - Organising conferences
 - Educational materials and events
 - Policy briefings
 - etc. in line with Strategic Plan

Developing

- Implementing the Strategic Plan
 - Be the leading voice for microbiologists in the UK
 - Build the membership
 - Improve equality and diversity in the profession
 - Represent the discipline to
- Funding agencies for research
- Funding Councils and Society of Biology for teaching
- Schools and universities for health of discipline
- Publics and politicians to stress importance of discipline

Introducing

- We need organisational efficiency and high standards of governance
 - Transparent processes with members engaged
 - Widen activity beyond office and executive team
 - Council to transact business between meetings
 - Review activities of Council
- Annual review of members
- Council members comments on functioning of Council
- Training in responsibilities of Trustees and Directors
 - Invite comment from membership on functioning of SGM and how this might be enhanced