

Minutes of the 366 Meeting of Council

9:00am

3 December 2015

Charles Darwin House

Present:

Nigel Brown (President, in the Chair)

Christopher Thomas (Treasurer)

Evelyn Doyle (General Secretary)

Mark Harris (Chair of Scientific Conferences Committee)

Maggie Smith (Chair of Policy Committee)

David Whitworth (Chair of Professional Development Committee)

Paul Hoskisson (Chair of Communications Committee)

Andrew Davison (Elected Member)

Ian Henderson (Elected Member)

Pat Goodwin (Elected Member)

Mike Skinner (Elected Member)

David Pearce (Elected Member)

In attendance:

Neil Gow (Incoming President)

Karen Robinson (Incoming Chair of Scientific Conferences Committee)

Steve Oliver (Incoming Elected Member)

Nicola Stonehouse (Incoming Elected Member)

Peter Cotgreave (Chief Executive)

Dariel Burdass (Deputy Chief Executive and Director of Strategy and Communications)

Leighton Chipperfield (Director of Publishing and Income Diversification)

Sarah Buckman (Director of Scientific Programmes)

Joanne Morley (Head of Operations)

Rosie Waterton (Governance Manager)

01. Apologies for absence & welcome to new attendees

Apologies were received from Charles Dorman and Steve Diggle.

The President extended a particular welcome to Neil Gow, Karen Robinson, Nicola Stonehouse and Steve Oliver as incoming members; in attendance only.

02. Declaration of any new conflicts of interest

Council was reminded to send any new conflicts of interest to the Governance Manager.

03. Minutes of the 365 Meeting of Council

Council noted a few amendments:

Page 4 - Spelling of Del Besra was incorrect.

Page 9 - ISP should read ICSP

With the above amendments, Council accepted the minutes as a true and accurate record of the 365 meeting.

04. Matters arising from the minutes and action points

Arising from item 4, Sarah Buckman, Director of Scientific Programmes, gave an update that, although the Society had submitted an expression of interest to assist in hosting the FEMS Conference in the UK, FEMS had been in direct communication with some UK based conference centres. Laura Crick; the Conferences and Events Manager was to attend a meeting with FEMS organisers in January 2016.

Arising from item 4, the President confirmed that there were no longer plans for the Presidents of the owner Societies of CDH to meet, because an alternative way forward had been agreed, which the Chief Executive would report on later in the meeting

Arising from item 8, the Chief Executive reported that upon filing the special resolutions to change the society name it had come to the Society's attention that, according to the Charities and Trustee Investment (Scotland) Act 2005, the Society should have obtained permission from Office of the Scottish Charity Regulator (OSCR) before changing its name. The Chief Executive apologised to Council and confirmed that the situation had been resolved and the Society had received communication from OSCR that the change had been accepted.

Arising from item 11, the President confirmed that all 2016 prize winners had accepted and their lectures were planned for 2016 Conference in Liverpool. The Society was yet to receive acceptance from the 2017 Prize Medal winner.

Arising from Any Other Business, the President drew Council's attention to the Council photograph prints available and advised members to notify the Chief Executive should they want a copy.

1.1 President / Chief Executive Business

06. General business /Report back from CEO

The Chief Executive notified Council of items due to arise at the March 2016 meeting:

- Review of the Critical Risk Register
- Agree staff annual pay award
- Further recommendations from the Equality and Diversity Ambassadors
- Initial nominations for Council appointed positions
- Agree any non standard AGM business

The Chief Executive notified Council that the changes to the structure and remit of the Marketing team agreed at the last meeting had resulted in one member opting to take redundancy. He confirmed the position of Product Development Manager would not now be filled in the immediate term.

He updated Council that the previously reported issues within the CDH management committee had led to an externally facilitated session to improve cohesive working which had taken place the previous week. He noted that the group had agreed to review the governance of CDH in 6 months and they had agreed to invite the executive officers and governance representatives from each Society to attend the meeting. Although he would no longer be a trustee of the Society, Nigel Brown might continue to be involved as his knowledge and experience of governance would be valuable.

The Chief Executive also updated Council that recruitment for a CDH Business Manager to run the conferences centre was underway as the previously promoted team member holding the post had moved on.

The centralised IT services review of CDH was underway and after undertaking the supplier tender process, the management committee had agreed to use Redblade; the same company that

Microbiology Society had used for its own IT. Several other Societies within CDH were also to use the company to assist with their own technical reviews.

The President thanked the Chief Executive for his work on this.

07. Staff survey

The Chief Executive gave a brief presentation to Council regarding the staff forum and the survey results from 2014 and 2015. One of the outcomes from the 2014 results had been the introduction of an intranet. He announced to Council that an area for their use had been created and that log in details would be distributed within the coming weeks. Papers for the March meeting would be accessible via this method.

08. Composition of Council and Committees

The Chief Executive noted an error on the end of term dates for Colin Crump and Kate Bishop which should both read 2018. Ian Henderson also pointed out that Joan Geoghegan was from Trinity College Dublin.

Elected member committee representation

These were reflected in the Composition of Council and Committees paper and had been agreed by all relevant members.

Council-appointed positions

The General Secretary outlined the process for appointing Council positions and proposed a working group to oversee a search and selection process for the vacancies of General Secretary and Treasurer. It was agreed that the panel composition could remain the same for both posts but the Treasurer would chair the panel concerned with finding a new General Secretary and the General Secretary would chair for the new Treasurer, The membership of the panel was Nicola Stonehouse, Charles Dorman and Neil Gow. The General Secretary also asked that Rosie Waterton and Jo Morley join, in attendance only, to advise where necessary.

Council considered whether the vacant roles were of such import that the nominations should come just from within Council as in previous years or if opening to the wider membership was appropriate. Council agreed that, to access the widest talent pool available and to encourage diversity in nominations, a call to the membership was appropriate for General Secretary, Treasurer and all Chair-elect positions except the Chair-elect of Scientific Conferences Committee, for which it was agreed that nominations should be sought from Council and the existing Committee members. For the 2016 vacancies it was agreed that a request for expressions of interest should be made to members via the website and newsletter in January, to include a paragraph on the candidate's eligibility. The panel would engage in a dialogue with the person making the suggestion for formal nominator and seconder details if necessary.

Council reviewed the Job descriptions for the General Secretary and Treasurer and agreed that, where appropriate, the roles should be consistent. Council discussed the requirement for the Treasurer-elect to have specific experience on Council and decided that experience at a senior level in a learned society would be sufficient given that the incumbent would have a full year to shadow the existing Treasurer and become proficient in the Society's specific business. It was agreed that the General Secretary role would not require a full one year elect position but that the incumbent shadowing the existing General Secretary at the September and December meetings would be sufficient as that is when most relevant business regarding that role is transacted.

ACTION: Job Descriptions for Publishing Committee Chair-elect and Professional Development Committee Chair-elect to be completed with the Executive officers to launch in January.

Committee Terms of Reference

Council noted that a decision concerning the formation of the Early Career Microbiologists' Forum would be taken later in the meeting and that the version of Committee Terms of Reference adopted would be dependent on this.

Council requested that, for clarity, *ad hoc* members be moved to the bottom of the bullet point list and “members” be changed to “advisors”. It was also agreed that the Publishing Committee document should be amended slightly to clarify that Editors in Chief were full members of the Committee.

09. AGM minutes

Council accepted the minutes to go forward in September.

10. Honorary Archivist

For the information of the incoming members of Council, the Chief Executive explained that Council had enlisted an honorary archivist. He noted that although Council meeting minutes are the only necessary records, heritage and history of the Society is important to document and celebrate. The President noted the enthusiasm and dedication of Gilbert Shama, the honorary archivist, in his quest and the importance of using the 75-year anniversary to make clear impact.

Daniel Burdass commented on the quality of the 50th anniversary story and the opportunity for the archivist to assist in building the last 25 years of history and re-doing the history section of the website.

The President confirmed he would send a formal letter of thanks to Gilbert Shama for his work so far.

11. New Members List

Sarah Buckman presented the paper and noted that due to the limitations of the Customer Relationship Management (CRM) database, extracting the home institution of student members was difficult if they had not cited it as their primary address.

The President reminded Council that the requirement for a nominator and the approval of new members is required to protect the Society from being used for inappropriate reasons. Sarah Buckman confirmed that therefore nominator information was collated for reference if there was a query; however, it was difficult to extract from the CRM to display as part of this paper. She reported that the conference registration and membership online joining was due to launch the following week and that setting up an online direct debit was also in progress. She confirmed this would be for UK bank accounts only and Joanne Morley explained that this was a banking regulation and not in the Society's control. Council tasked Joanne Morley with investigating processes to widen this capability to Irish and other overseas members. Council also queried the status of electronic signatures of nominators on the online joining form and tasked Sarah Buckman with reporting back on how this might work.

12. Equality and Diversity 2015 data and recommendations

Paul Hoskisson, the Society Equality and Diversity Champion, presented the paper. He reported that the ambassadors from each committee had attended a meeting to review the data and made various recommendations from their findings. He noted a few areas of particular interest such as the low female representation at Honorary membership level, and concerns around the uptake of the

Harry Smith Vacation Studentships. He highlighted that one recommendation, regarding capturing wider data categories, would be brought to March Council as a more detailed paper.

Council noted that the work of the International Working Group would be relevant in conjunction with the work of the Equality and Diversity ambassadors. Council noted the work of Hilary Lappin-Scott throughout the project and her agreement to remain as external advisor to the group. Council accepted the recommendations detailed in the paper.

13. Early Career Microbiologist (ECM) Forum Plan

Sarah Buckman presented the paper and asked Council to comment.

Steve Oliver, incoming elected-member noted the importance of the term 'Early Career' as also supporting late starters and those undertaking a career change and not just chronologically "younger" members. Neil Gow, incoming President, voiced strong support for the initiative and spoke of the success of the International Society for Human and Animal Mycology's (ISHAM's) similar body. He therefore supported the notion to give the ECM Chair full voting membership of Council to demonstrate the trust and respect of the relationship. David Pearce also commented on the Early Career Polar Scientists group and how successful that had been and thus supported the initiative.

Karen Robinson, incoming Chair of Scientific Conferences Committee, suggested that Council consider an ECM forum representative on each Division because the Scientific Conferences Committee representative might be overwhelmed. Mark Harris supported this proposal as it was important that the ECM was integrated with all Society activities.

Maggie Smith noted that it followed that representation on each committee would be necessary because under the current model Publishing and Policy committees had a more *ad hoc* approach.

Pat Goodwin suggested that the Society should allow flexibility and let the forum select representation where appropriate. The position of the Society should be that each committee and division should extend an open invitation to an ECM representative to all meetings but acceptance would be at the discretion of the ECM Forum.

Nicola Stonehouse noted that some Committees already had members who would automatically become part of the ECM so these could feed into the ECM Executive Committee and/or be used as representatives.

The name of the forum was discussed and Council agreed that the inclusive definition of Early Career would best allow members to identify themselves. It would therefore be called the Early Career Microbiologists Forum. The Society would use data to which it has access to invite those considered appropriate for membership but would be open to others who identify themselves as being at an Early Career stage.

Neil Gow highlighted the necessity for clarity on whether the ECM elects from within its own constituency or if the elections would be open to all eligible categories of membership. Council agreed that to ensure ownership and empowerment of the ECM Forum that the elections should be solely within the membership of that forum.

Council strongly supported the recommendation that the Chair be a full voting member of Council but noted that it should be at the discretion of the member if they were content to undertake the duties of a trustee.

Council approved the Terms of Reference subject to the above points of membership evolution.

14. Society strategy map

Council accepted the strategy map that had been presented at its informal sessions on the previous day.

15. Membership of the Science Council

The Chief Executive presented the paper and recommended that the Society discontinue membership. Council agreed to the recommendation but wished to remain abreast of the Science Council's position.

16. Prize Medal redesign

The Chief Executive presented the paper and explained that Council would need to approve the design suggestion so the medal could be commissioned and cast in time for the 2016 Conference. Council discussed the medal design and requested an investigation into the cost of using dual colour. Council agreed on the following design elements:

Front of the medal: The M logo in the centre with "Microbiology Society Prize Medal" engraved around it.

Back of the medal:

Top: Space for the name of winner

Middle: "Awarded for work that has had a far-reaching impact beyond the discipline of microbiology"

Bottom: space for the date

Around the outside "Advancing the art and science of microbiology"

1.2 Finance and Operations

17. Finance and Operations Committee

The Treasurer confirmed that the main business to be transacted by the Finance and Operations Committee had been have been circulated with the Council papers. This was welcomed and considered to be very useful.

Council noted the approval of leases for the Association of Medical Research Charities, World Obesity Federation and Association of the British Healthcare Industry in Charles Darwin House. Council confirmed they were content to continue to grant leases on the basis of a 10% discount of the valuation amount for biosciences charities but that for other organisations the full amount should be charged.

Leighton Chipperfield, Director of Publishing and Income Diversification, informed Council that a staff-based working group was meeting monthly to contribute ideas of how the Society could build upon existing avenues to increase income stream sources. He noted the variety of both long-term and short-term-gain ideas such as the pay-per-view scheme for publishing that was already underway, and some longer term initiatives such as the legacy scheme.

Council noted the possibility of utilising funding schemes and suggested using experienced members to assist in writing grant applications. Dariel Burdass confirmed that the Society was already considering applying for two Wellcome Trust grants; the Society Award for the Small World Initiative and the Peoples' Award and Arts Council funding for the STI (Sexually Transmitted Infections) play.

The Treasurer brought Council's attention to the management accounts and to a deficit that was encouragingly lower than that previously predicted. He highlighted that at one stage, the Committee had considered transferring cash funds from the investment portfolio but that careful management had meant this had not been necessary. He also highlighted that in relation to the contingency budget, the Society's name change costs had been considerably lower than anticipated.

The Treasurer reminded Council of previous discussions about the Society's position on investment in companies involved with extracting fossil fuels. Waverton had produced a document stating that as trustees, Council was obligated to act in support of the good financial health of the Charity and that any ethical considerations must align with the objects of the organisation. One solution might be not to divest but to use shareholder pressure to influence companies to make climate change considerations.

Council requested that Waverton assists us in developing a strategy for these types of investment decisions and to bring a paper to Council in March.

Paul Hoskisson noted that some Society members were potentially employed by fossil fuel extraction companies and thus investment would be supporting a part of the microbiology community.

The Treasurer reported on the performance of the Investment portfolio and noted the Committee had received a presentation from ARC, the company that monitors Waverton's performance. He noted that while it was still too early since the transfer to Waverton to make a judgement, the previous months had demonstrated a more positive turn in the performance of the portfolio. The logic and clarity of Waverton's justifications had been well received.

The Treasurer introduced the paper outlining proposed changes in guidelines on the percentages of the investment portfolio that can be held in cash and bonds to provide flexibility during turbulent times and bring the Society into line with other charity clients of Waverton and noted that the Finance and Operations Committee recommendation was that this revision should be formally approved. Council approved the revisions.

The Operational update had been covered in the Chief Executive's update.

The Treasurer reminded Council that in September the way in which the Trustees should account for their share of Charles Darwin House 1 and Charles Darwin House 2 in the annual report and accounts had been agreed. Since then JS2 had discovered that the option that had been chosen by Council in September was actually not open to the Society because this option depended on our having a property valuation at the start of 2014, something that we did not have and were not now in a position to obtain.

Therefore the Finance Committee had revisited the options presented in September, of which really only two remained since option 2.2 ("carry at cost but not depreciate"), which is what the Society had been doing hitherto, is no longer considered to be an acceptable accounting practice. The Committee recommended to Council that option 2.1 to 'carry at cost and depreciate' should be adopted as this was simple and allowed flexibility to switch to option 2.3 'Carry at continually updated fair valuation' in the future, if necessary. The Chief Executive noted that in contrast, if the Society adopted option 2.3, it could not return to option 2.1 in the future, even if it wished to do so. Council approved the recommendation.

1.3 Scientific Conferences

18. Scientific Conferences key points and update

Sarah Buckman presented the paper and noted that the 2016 conference organisation was almost final and that the team was already focusing on 2017.

The President noted the success of FIS 2015 and expressed thanks to Sheila Patrick for her contribution as the Chair of the organising committee.

19. Report from Divisions

Mark Harris voiced a concern at the lack of a direct conduit between Divisions and Council and requested that Council consider possible ways for a two-way reporting mechanism between the bodies. Possible options included the Chairs of Division sitting on Council, or Council representatives attending Divisions.

The President gave his opinion that governance best practice was concerned with limiting the number of trustees to prevent unwieldy numbers on the board. He instead suggested informal Council attendance at all division meetings.

The Chief Executive informed Council of the recently configured Strategic Planning Committee that was intended to involve representatives from Divisions and Committees and suggested using the Thursday sessions before Council to bring these people together in a two-way dialogue. This was agreed for the March meeting of Council, subject to discussions between the Chief Executive and the President about the format. Karen Robinson highlighted the need to interact with the Division on a timetable that fit with important decision-making processes, especially those relating to the Annual Conference.

It was noted that better communication between bodies of governance was a necessity but the Director of Communications and Strategy, Dariel Burdass confirmed that due to the costs for users, and the resource requirements for managing content, Intranet access for all Committee and Division members would not be available at this stage. Council agreed that other mechanisms should be considered.

1.4 Professional Development

20. Professional Development Committee key points and update

Sarah Buckman presented the paper and noted the encouraging membership numbers. She associated this with the success of the Society's Champion scheme.

21. Professional Development Committee Minutes

These were taken as read.

1.5 Communications

22. Communications Committee key points and update

Dariel Burdass presented the paper and noted the pleasing statistics in social media and newsletter and blog uptake.

She noted the on-going success of the STI play and reported plans to roll it out further if funding was secured.

1.6 Policy

23. Policy Committee key points and update

Dariel Burdass updated Council that two Parliamentary briefings had been published: on Climate Change and Food Security and on the Soil Microbiome.

She updated Council on the Policy Intern who had had a fantastic experience working for the Society and had gone on to become a Society champion.

The Athena Swan event due to take place on 11 December was well received and was oversubscribed. Hilary Lappin-Scott had agreed to chair. The Society planned to undertake a thorough evaluation post the event.

1.7 Publishing

24. Publishing Committee key points and update

Leighton Chipperfield, Director of Publishing, confirmed that as part of the celebrations of the Society's 70 years, a collection of articles of special significance that had been published in our journals over those 70 years had been assembled and he suggested they be made available on our intranet for Council to read. He reported to Council that, as part of the new policy of promoting closer collaboration between all six journals, there would be a joint session for their editorial boards at the annual conference in 2016.

The Publishing Committee had agreed to establish an Open Research Data Working Group formed across staff and representatives from Committees to develop an open data policy and to submit recommendations to Council in September.

The Society and Charlesworth group had mutually agreed to terminate their contract and the tendering process for a new supplier was in process.

25. Publishing Committee Minutes

These were taken as read.

1.8 AOBs

The President acknowledged the contributions of Maggie Smith, Ian Henderson and Mark Harris during their terms of office in various capacities. He thanked them for their long and excellent service to the Society.

The General Secretary formally recognised Nigel Brown's excellent contribution to Council and to the Society as President and offered specific thanks and appreciation for his leadership during such a challenging time. She noted the great value of his experience and confidence in difficult decision-making and his great democratic approach.

The President thanked Council members for their kind words and noted his continued engagement with the Society through his position on the Professional Development Committee from January 2016.

The meeting was declared closed at 12:29.