

Minutes of the 364 meeting of Council

9:00am

3 July 2015

Charles Darwin House 2

Present:

Nigel Brown (President, in the Chair)

Christopher Thomas (Treasurer)

Evelyn Doyle (General Secretary)

Mark Harris (Chair of Scientific Conferences Committee)

David Whitworth (Chair of Professional Development Committee)

Charles Dorman (Chair of Publishing Committee)

Paul Hoskisson (Chair of Communications Committee)

Steve Diggle (Elected Member)

Andrew Davison (Elected Member)

Ian Henderson (Elected Member)

Pat Goodwin (Elected Member)

Mike Skinner (Elected Member)

In attendance:

Peter Cotgreave (Chief Executive)

Rosie Waterton (Governance Manager)

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)

Benjamin Thompson (Head of Communications) for agenda item 11 only

01. Apologies for absence & welcome to new attendees

Apologies were accepted from Maggie Smith and noted from David Pearce. The President observed that David Pearce's attendance record at Council and Professional Development Committee meetings had been low, and the President had written to him on the matter.

The President welcomed Joanne Morley as a new member of staff.

The President noted the death of Professor Richard Elliott, a long standing member, supporter and former Council member of the Society, and asked members to remember him during the national one-minute silence at noon.

02. Declaration of any new conflicts of interest

None were noted. The President reminded Council to send any new conflicts to the Governance Manager for record.

03. Minutes of the 363 Meeting of Council

The minutes were accepted as a true and accurate record, subject to the following amendments:

Item 18: Sarah Louise Hawkes should be amended to Sarah Louise Hawkes Buckman.

04. Matters arising from the minutes and action points

Arising from item 8, the President noted that the Terms of Reference for four of the Society's six Committees had been developed with the Chairs, and circulated as an additional paper for Council to note. The remaining two would be developed for submission to the September meeting.

Arising from item 9, the President reported that Dame Anne Glover had accepted the invitation to give a Special Lecture at the Society's AGM in September.

Arising from item 11, the President reported that Colin Harwood had accepted Council's invitation to become an honorary member.

Arising from item 14, the Chief Executive reported that Gilbert Shama – the Society’s Honorary Archivist - would be attending the office in July and the President confirmed the intention to invite him to attend the Thursday session of December’s Council meeting.

Arising from item 14, the Chief Executive updated Council on his conversations with the Royal Mail about the possibility of postage stamps to mark a microbiological subject during the Society’s 75th Anniversary year. Although the Royal Mail had considered a number of subjects related to microbiology, its most recent decisions had not included these subjects in its forthcoming plans.

Arising from item 21, the President noted the success of the Society’s Annual Conference in April and the high number of “on the day” registrations. He offered congratulations to all those involved in the organisation of the event.

Arising from item 26, the University of East Anglia had been selected as the winner of the Small World Initiative studentship. The President further informed Council that the Society had written to the Prime Minister to request a soil sample from the garden of Number 10 Downing Street.

Arising from item 34, the President thanked Ian Henderson for hosting Prize Lecture winners’ dinner during the Annual Conference.

05. Redactions for 363 minutes

Council agreed the following redactions for the published version of the minutes:

Item 16 – retain references to the changing of the Society’s name but delay publicly posting the minutes until after the distribution of the papers for the AGM.

06. Plans for next Council meeting

The Chief Executive reminded Council that the incoming members of Council would be invited to be in attendance at the September and December meetings.

Council would need formally to accept the outcomes of the resolutions put to the members at the AGM.

Council would agree the 2016 Prize Lecture and 2017 Prize Medal winners recommendations by the Prize Lecture panel.

Council would be presented with the final 2016 budget requests and would also review the Critical risk register.

2016 Council meeting dates

Council had received the proposed dates as an additional paper; it was noted that the dates would be dependent on the availability of the incoming President. To avoid a potential clash with the date of FEMS, Council members were requested to hold two sets of dates in September.

Provisional dates were agreed as:

3 and 4 March 2016

7 and 8 July 2016

8 and 9 September 2016 or 15 and 16 September 2016

1 and 2 December 2016

1.1 President / Chief Executive Business

07. General business /Report back from Chief Executive

In response to a letter from the President, the Chief Executive reported on the relationship between the Society and Charles Darwin House (CDH).

Item redacted.

Council noted the arrangements in place in relation to agreeing leases for tenants at CDH2.

The President reported that, since the distribution of the papers for the meeting, the Chair of the Biochemical Society had contacted the Presidents of the other co-owners to arrange a meeting to explore ways in which the five Societies could work together to enhance the delivery of their strategic objectives.

08. Composition of Council and Committees

Council noted the content of the paper and that the term of the next Treasurer had been updated to

reflect Council's decisions in March (a) that the Treasurer should serve three years, as for other Officers, and (b) that an incoming Treasurer should serve one year as Treasurer elect.

Election results and feedback on the Electoral Reform Society

Council noted that Nicola Stonehouse had been elected unopposed.

To fill the remaining vacancy for an elected member, Council co-opted Steven Oliver, whose nomination form had been received after the deadline, following a request to the Divisions for further nominees.

The President noted that the Society would ideally elect Council members from a wider field and that in future years it would be essential to encourage more members to make nominations.

Council ratified the following results of the elections and nominations:

Communications Committee

Alison Sinclair
Emma Denham
James Redfern

Professional Development Committee

Nigel Brown

Policy Committee

Anusha Panjwani

Scientific Conferences Committee

Geertje van Keulen – Prokaryotic Chair-elect
Elinor Thompson – Eukaryotic Chair-elect
David Clarke – Irish Chair-elect
Gill Elliot – Virology Chair-elect

Virology Division

Mathew Donati
Colin Crump
Silke Schepelmann
Kate Bishop

Eukaryotic Division

Sue James
Rebecca Hall
Sue Crosthwaite
Daniela Delnari
Anastasios Tsaousis

Prokaryotic Division

Joanne Santini
Nicola Holden
Angela Nobbs
Jonathan Shaw
Samuel Sheppard

Irish Division

Joan Geoghegan
Jose Bengoechea
Fiona Walsh

In relation to the use of the Electoral Reform Society for the first time, the Chief Executive noted that participation was around 10% lower than the previous year but that engagement of this type of process often fluctuates year on year.

Several pieces of positive feedback had been received on the use of the Electoral Reform Society to administer the elections this year. Council agreed to use the service again next year, subject to budget.

Chair-elect nominations for Scientific Conferences Committee

The General Secretary has received a nomination from the Committee that the new Chair-elect, who would in due course become a Trustee, should be Mick Tuite, the outgoing Chair of the Eukaryotic Division. The panel recommended accepting the recommendation, and Council approved the nomination of Professor Tuite as Chair-elect.

Presidential elections

The Chief Executive outlined the voting process that had previously been agreed by Council. Council appointed Mike Skinner and Steve Diggle as scrutineers to oversee the vote counting. Members of the panel put the cases for three candidates each of whom was a distinguished microbiologist with an excellent research record, leadership experience and wider skills. Council elected Professor Neil Gow as the next President of the Society to take office for a three year term from January 2016.

It was agreed that the Chief Executive would write to him on behalf of Council. The President reminded members that the result was to remain confidential until formal announcement at the AGM. He thanked the General Secretary and the panel for all their work.

09. New Members List

Sarah Buckman introduced the improved format of the paper and noted that there remained some gaps; the staff would endeavour to continue making improvements.

Mark Harris commented that the list, from 1 March 2015, would include members who joined purely to benefit from discounts to attend the Annual Conference and was thus not necessarily reflective of a typical period. Charles Dorman also commented that the international diversity was low.

Council approved all the names on the list as members.

Proposed new subscription rates

Council approved the recommendation not to increase subscription rates for the coming year.

10. Collated AGM papers

Council reviewed the collated AGM papers and agreed the following amendments:

a) In the minutes of the 2014 AGM there was a reference to “Northern” Ireland which should have been the Republic of Ireland. The word “dependant” in the same sentence should have been “dependent”.

b) On the paper listing outgoing members of Council and committees, the reference to Geertje van Keulen should be removed because she was to become Chair-elect of the Division and would remain a member, although her original term of office as a member would end.

Charles Dorman queried who had seconded his proposal to insert a reference to Ireland in article 4.2. The Governance Manager undertook to amend the minutes accordingly.

Andrew Davison suggested the Articles should be updated to reflect the recent change to the name of the Finance Committee, which had become the Finance and Operations Committee. The Governance Manager undertook to make the necessary amendment and to check with the Society’s lawyers to ensure consistency throughout the Articles.

Council delegated to the President the authority to approve any further minor amendments to the papers for the AGM.

11. New Society website URL

The Head of Communications presented the paper and summarised the argument to use the full potential new name in the Society’s URL in the event that the members voted in favour of the change. This would avoid creating another acronym for the Society which might be meaningless to

some of the communities with which the Society seeks to engage. He advised that, within the professional communications community, it was considered best practice is to use the full name of an organisation in its URL.

Council accepted the recommendation that in the event the membership voted in favour of changing the name of the Society to Microbiology Society, the Society's new URL should be www.microbiologysociety.org

12. Prizes Panel appointment

The General Secretary reported that a secondary call for nominations had been made after the Equality and Diversity check undertaken in April. She drew attention to the desirability of having a panel that, so far as possible, was diverse in terms of research area and gender.

Council appointed Paul Hoskisson, Mike Skinner and Maggie Smith as members of the Prizes panel under the Chairship of the General Secretary.

13. Strategy

The President summarised the discussions held the previous afternoon regarding the new strategic plan for the Society.

Council confirmed the vision of the Society as *A world in which the science of microbiology provides maximum benefit to society.*

Item redacted.

Council agreed to retain the five strategic priorities established in the existing strategy document and reflected in the Committee structure: Publishing; Communications; Policy; Professional Development; and Scientific Conferences.

Item redacted.

The Chief Executive undertook to circulate a revised version of the strategy document, taking into account the new mission and strategic themes, and implementing previous feedback about ordering and structuring of the current document (summarised in paper 362-08).

Staff and Committees would now work to populate the framework of five priorities with an implementation plan that included measurable objectives that were ambitious without being unrealistic, against which Council could judge the Society's performance. This would require active collaboration and coordination between different departments of the staff and between the Society's committees.

14. Conferences Review update

Chris Thomas, as Chair of the review working group, presented the report.

On the suggestion of Pat Goodwin, Recommendation 8 was widened to include policy work.

On Recommendation 8, the Director of Scientific Programmes pointed out that the nomenclature of the new forum was a matter for further discussion – it need not necessarily be called a "Division".

Andrew Davison drew attention to a potential contradiction in Recommendation 10 as worded, since if large amounts of money were committed into the future, it would reduce rather than expand the possibility for flexibility. The Director of Scientific Programmes confirmed that, although it was desirable to be honest about future commitments, the overall intention was to increase the scope for flexible decisions.

The General Secretary suggested that there needed to be better procedures for ensuring that Society supported events adequately represented the Society's involvement and interests. The Director of Scientific Programmes confirmed that an in house process was being developed to tackle this.

Council approved the recommendations in principle.

The Director of Scientific Programmes undertook to present an implementation plan to the next meeting, noting that any changes designed to have any effect on the 2016 programme would need to be implemented soon.

15. International Specialised Symposium on Yeast (ISSY)

Council noted the paper. Council agreed to support the event and to discuss with Dr John Morrissey the extent and nature of the Society's involvement.

The Chief Executive undertook to communicate with Dr Morrissey.

16. International Working Group update

The Director of Strategy and Communications introduced the working group's aim to shape the future of microbiology globally by developing relevant activities and resources, and through strengthening strategic international partnerships. She summarised the paper and the framework which outlined recommendations throughout the themes discussed in the strategy paper. The President noted the need to consult the Committees on each theme.

Council agreed that the working group should continue until the end of 2016.

Mike Skinner suggested opportunities to extend the Society's international interactions. For example, key members were well placed in the fight against Ebola in Sierra Leone. Professor Skinner undertook to investigate ways in which the Society could capitalise on these links.

Pat Goodwin also suggested the Society consult with overseas student members and potential overseas members about how the Society can realistically support them.

Charles Dorman reported on the outcome of a meeting held in New Orleans on June 1st at SGM's request with the Chair of the ASM International Board and the ASM Director of International Affairs. The ASM officials had expressed a strong desire to assist SGM with the development of its international programme and their contact details had been passed to the Pat Goodwin and Darieel Burdass.

17. FEMS

Report from Congress

Several members of Council and staff had attended the FEMS conference in 2015. The Chief Executive noted the international nature of the event and how well presented this had been. The Deputy Chief Executive also noted the positive way FEMS had weaved professional development through the schedule and the high quality conference app. The Chief Executive also noted that the session entitled "meet the journals" had been a good idea. Charles Dorman mentioned the deepening relationship between ASM and FEMS as something for the Society to be aware of in nurturing its international relations.

Vice Presidency

Evelyn Doyle confirmed that the Society had nominated Hilary Lappin Scott (HLS) as the incoming Vice President of FEMS and informed Council that there were two other candidates. She requested that Council members notify her of any other voting representatives whom they knew well enough to approach for support or to assign proxy votes. The deadline for nomination of proxies was 11 September. The Governance Manager undertook to circulate an email reminder and delegate list to Council members.

Item redacted.

1.2 Finance and administration

18. Collated Finance Committee Papers

Council noted the papers.

19. Report from Finance & Operations Committee

The Treasurer noted the improvements already apparent since the Head of Operations role had been created at the Society and summarised the note of the Finance and Operations Committee meeting, circulated the previous evening.

The investment portfolio was performing in an acceptable manner, but economic conditions had worsened since the last meeting.

The Finance and Operations Committee had received the 2014 accounts and noted some necessary amendments. The report needed to reflect both the Directors for the financial period referenced and the current Directors. All titles for individuals should be included. Amendments were required to (a) the sentence relating to the *Watanabe* fund on page 18, (b) information about the date on which the Chief Executive was appointed Company Secretary and (c) the figure regarding the final valuation costs for the refurbishment of CDH 2. With those amendments, Council approved the report.

Council delegated to the President the authority to make any further necessary minor changes before finalising the report for distribution to the members.

The Treasurer noted that changes in reporting requirements for charities meant that Trustees would need to give detailed consideration to accounting practices before the audit for the Financial Year 2015 could be completed during 2016. The Finance and Operations Committee had agreed to deal with this at its meeting in March 2016.

The Finance and Operations Committee had agreed to recommend that Moore Stephens be reappointed for the 2015 audit and that a thorough review of auditors should take place within two years.

The Head of Operations updated Council on progress with selecting a replacement IT provider. A preferred supplier had been identified and the Society was working through due diligence to ensure all service requirements would be met. The supplier was likely to be in place by the end of the year. The Treasurer confirmed that the Committee had received the budget reforecast for the present financial year. Moreover, it remained likely that the forecast was prudent and that the eventual outturn would be more positive than the forecast suggested.

The Treasurer confirmed that following the Finance and Operations Committee's consideration of initial budget proposals, Council would be presented at its September meeting with detailed budget plans for 2016.

The Treasurer updated Council in relation to bids from the budget contingency. It was noted that the estimated costs of the name change seemed high but the Head of Operations explained the need for additional resources to duplicate the Society outputs to enable the immediate launch if the vote were to go through. The Society also needed to be prepared if the membership did not vote for the proposed change. The Committee recommended the intranet proposal to go ahead.

Council approved the recommendations of the Committee.

Council agreed that Joanne Alison Morley be added to the bank mandate, in signing group B.

1.3 Scientific Conferences

20. Scientific Conferences key points and update

Council noted the paper.

21. Scientific Conferences Minutes

Council noted the minutes.

1.4 Professional Development

22. Professional Development Committee key points and update

Council noted the paper.

23. Professional Development Committee Minutes

Council noted the minutes.

24. Professional Development at the Society

David Whitworth outlined the process undertaken to audit professional development activities undertaken by the Society hitherto, and informed Council of the success of the recent Town Hall events at which members had been consulted about their needs and wants in terms of professional development opportunities and support. He invited comment from Council and requested support for the Professional Development Committee to bring detailed recommendations and a detailed implementation plan to September Council.

Council welcomed the paper and agreed that such plans should be included in the strategic framework.

1.5 Communications

25. Communications Committee key points and update

Council noted the paper.

1.6 Policy

26. Policy Committee key points and update

Council noted the paper.

Pat Goodwin drew attention to the positive feedback from the policy workshops that had been undertaken across the UK throughout the earlier part of the year.

1.7 Publishing

27. Publishing Committee key points and update

Council noted the paper.

Charles Dorman reminded Council that publishing was still the Society's main income source and thus it was essential for the Society to invest in ensuring its efficiency and good health. He commented on the need to improve the efficiency of the board meetings and to maintain the high quality of research published in the Society's journals.

Item redacted.

28. Publishing Committee Minutes

Council noted the minutes.

1.8 Any Other Business

Dariel Burdass circulated for information images of the updated logo with the potential new name. The President raised the issue of careful communications regarding the proposed name change. He and the Chief Executive were preparing to ensure that key members were contacted directly before the AGM papers were distributed.

Pat Goodwin suggested a Q+A regarding the potential name change. *Item redacted.* The Governance Manager would circulate the prescribed wording for appointing proxies.

There being no further business, the President declared the meeting closed at 12:25pm.