

357 - SGM Council Meeting - Minutes

Minutes of the 357th meeting of Council held on Friday 13 September 2013 09:00-12:30

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

Present

Nigel Brown (Chair)
Chris Thomas
Colin Harwood
Evelyn Doyle
Ian Henderson
John Sinclair
Maggie Smith
Mark Harris
Pat Goodwin
Sara Burton

In attendance

Karen Robinson (Chair-elect SSC)
Simon Festing (Chief Executive)
Suzanne Beaumont (Head of Finance – for agenda items 19-21)

01. Apologies for Absence & welcome to new attendees

Apologies were received from David Pearce, Paul Hoskisson and Andrew Davison.

02. Minutes of the 356th Meeting of Council

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

03. Matters arising from the minutes and action points

Council acknowledged the listed action points, and additionally noted: (i) that mechanisms for improvement of the awarding of the Harry Smith vacation studentships had been discussed in the recent meeting of the Professional Development Committee, and were referred to in the minutes of that meeting, and (ii) that it had been planned to hold a meeting of the Strategy Working Group in October, and that this needed to be progressed.

04. Redactions - none proposed

Council agreed that there should be no redactions for the minutes of the 356th Council meeting.

05. Plans for next Council meeting

Council noted that these had been listed in the interests of advance planning, in particular to give some indication of likely topics for a Thursday afternoon discussion session. Topics suggested for December 2013 included: corporate support package, review of divisions, and prizes review decision making.

President/Secretary/Chief Executive Business

06. General business / Marlborough House items

None raised.

07. Update on significant operational matters, including CDH and relocation

Council noted the items in the report provided (Update on significant operational matters). The Chief Executive acknowledged that the construction of a fifth floor at 107 Gray's Inn Road was the critical step to determine the length of time that the major refurbishment work would take, but that as yet there were factors unknown which could influence this, such as whether planning permission is granted first time round, and so a definitive timetable cannot yet be set.

08. Critical Risk Register

Council noted that it had been identified as responsible for addressing some areas of risk (ie possible criticism from the Charity Commission over levels of reserves, possible lack of direction, strategy and forward planning, or poor functioning or governance arrangements).

09. Governance Review – Council Member Training

Council agreed with the recommendation from the CEO not to proceed with the proposed full training session in December, since some of the issues would now to be addressed through the Governance Review, and it should be possible to provide alternative training and information.

Council agreed to initiate some reviews/training in the Thursday afternoon session in December (including the essential legal responsibilities of trustees), and that there should be an electronic self-assessment questionnaire ahead of that time (which would provide anonymised and collated feedback for all of Council).

10. Governance Review – Conflicts of Interest Policy and Register of Interests

Council approved the provided documents and agreed to add as a standing item on the agenda for Council meetings a declaration of any new conflicts of interest. Council agreed that the Register of Interests form would be circulated as a Word document for Council members to fill in, using sensible judgements about what to declare. The documents returned would be submitted to the December Council meeting for review. The intention subsequently would be to publish those on the SGM website, as an exercise in transparency. Members agreed that Council was the primary audience for this information, and information could be redacted from the published version at the wish of a Council member.

11. Governance Review – Scope of Work and Timetable

Council noted the paper.

12. Governance Review – Appointment of Committee Chairs

Council agreed on the proposals – as per Appendix 1 below.

13. Composition of Council and Committees (Appointments and Elections)

Council agreed with the proposals, specifically that:

- Maggie Smith will move from Elected Member to Chair of Policy Committee, and the vacancy would be offered to Steve Diggle.
- Elected members of Council will be asked to bring a recommendation at the December meeting as to whether the term of office for elected members should be reduced from 4 years to 3 years (in the interests of generating turnover).

14. Draft SGM - 2013 AGM Minutes

Approved.

15. Plan for SGM - 2014 AGM

Council agreed to see if the AGM could be held on or near 11 September 2014, and to include the Howard Dalton Young Microbiologist of the Year Finals plus a hot topic lecture (supplied by SCC). The timing would be adjusted so that people could get away earlier than the proposal in the notes.

16. Review of collaborations – set up Working Group

Members agreed as Chris Thomas, Sara Burton, Colin Harwood. Individuals from other disciplines could be brought in (virology, mycology etc).

17. Deeper integration in the Bioscience Societies

Council noted the contents of the paper which had been discussed the day before.

18. New members of the Society

Noted. Council noted that schools membership and the distribution of educational materials would be reviewed as part of the education review.

Finance and administration

19. Quarterly accounts for 2013, monthly figures

The monthly figures for August 2013 are showing journals income of £3.12m which is just over 100% of the value at the same time last year and only £50k short of budget. The overall number of subscriptions is down 4% on the same time last year, but this is outweighed to an extent by the subscription increase, so that income has been largely maintained. The bank balances are at a healthy £966k and \$225k which is slightly more than last year. This is due to the £300k balance of the cash realised from investments for the property purchase which will be used for our share of the refurbishment costs of 107 Gray's Inn Road and other operating costs for the remainder of the year.

The reforecast for 2013 shows a deficit of £836k compared to the original budgeted £662k. The increases in costs against budget in Communications, Conferences and HQ are mainly due to the organisational changes that have taken place this year, the additional costs of which have been discussed and already agreed by Council.

Some of costs of the Gray's Inn Road office refurbishment may now fall into next year, reducing the deficit for the current year but increasing that for 2014.

20. Report from Finance Committee

Finance Committee had discussed that due to changes in regulation, BlackRock were no longer able to give us investment advice. The Head of Finance and the Treasurer will investigate alternative ways of receiving investment advice, with a view to appointing a new investment manager before we undertake a review of our investment portfolio.

Finance Committee had also discussed the paper on Reimbursement for Editorial Roles and welcomed the proposals to increase clarity as well as parity across the journals. See point 32 in these Minutes.

Council approved the recommendation from the Chief Executive to outsource the finance function, which had been discussed in Finance Committee.

21. Budgets for 2014

Budget for 2014: with an overall deficit of £93k was endorsed by Council. These are to include an additional contingency requested by Finance Committee of £40k to be split between HQ and Council

(representing 1% of total costs). Council noted that the contingency provision might need to increase in future, as it is rather lower than is conventional (e.g 5%).

Council agreed the setup of forward exchange deals to sell \$1.6m to fix the exchange rate for the dollar income.

Scientific Conferences

22. Minutes of Scientific Conferences Committee of 02/09/2013

Council noted that plans for Liverpool in 2014 have been largely finalised.

Council approved plans to book the Birmingham International Conference Centre for 2015.

Mark Harris explained that some progress had been made in awarding the themed meetings for 2014, but in a number of cases further work was needed.

Professional Development

23. Prizes review

This was intended to be a major item for discussion at the December Council meeting, but some preliminary views from the Working Group were given, as follows:

- the Prize Medal works well, but nominations should be opened up to the full membership;
- there is not a necessity for a lecture for the outreach prize, and there are questions as to whether Yakult should still be the sponsor;
- there is a concern that the criteria for the Marjory Stephenson prize of a significant contribution to “current” microbiology is insufficiently clear, and that this should be amended;
- the Fred Griffith prize lecture could probably be discontinued as the criteria overlap with the Marjory Stephenson prize;
- Peter Wildy prize could be widened to include education and communication;
- This would leave five prize lectures, plus one prize without a lecture.

24. Prize lectures 2014

Council confirmed the following prize lecture winners:

- Fleming – Nikolay Zenkin
- Marjory Stephenson – Laura Piddock
- Peter Wildy – Stephen Curry

25. Minutes of Professional Development Committee of 03/09/2013

The minutes were noted. Sara Burton confirmed that the committee would look to co-opt a member who is a member of the Society of Biology. The money for IGEM for this year will come from the Council contingency.

Communications

26. Rebranding – rolling out

Some designs are being commented on by Council members and those comments fed back to the designers.

27. Science Council top 100 Scientists

Redacted for reasons of personal confidentiality

28. Minutes of Communications Committee of 02/09/2013
Noted.

Policy

29. Terms of Reference for Policy Committee
Council approved the proposed terms of reference.

30. Equality and Diversity Policy Statement
Council approved the statement, subject to the amendments agreed the previous day. Council noted that this is a statement of principle, and there is considerable work to be done to implement the programme implied, such as improving the gender balance of nominations for prizes, committees etc.

31. Minutes of Policy Committee of 03/09/2013
Noted.

A time slot to launch the statement on STI's has been established for 12 December for which invitations will go out in due course.

Publishing

32. Reimbursement for editorial roles
Current payments to editors have been reviewed and proposals made for discussion to harmonise these across the journals. Council endorsed these in principle, noting that we should not undermine the goodwill of those who contribute to the activity which raises most of the income of the Society. The paper highlighted that some Editors in Chief also play a substantial role in handling papers and it was noted that this actually causes potential conflicts because a key role of the EiC is to provide a mechanism for arbitrating on problems that occur in the decisions during the Editorial process. It was agreed that this issue needs be discussed by Publishing Committee with a view to having a clear mechanism for avoiding such problems.

33. *FYI:* Minutes of Publishing Committee of 04/09/2013
Noted. Colin Harwood reported that production matters were largely running smoothly and the Editors-in-Chief were satisfied with the way in which things had been handled.

Council noted with some concern an internal list from Newcastle University of publications deemed acceptable for open-access publishing. Nigel Brown will write to the Vice Chancellor to express concern, for example about provision of conferences for students if learned society income is affected.

There is a requirement for indemnification for Editors-in-Chief against unexpected vexatious litigation.

Other

34. Next meetings of Council (6 December, 2013, then
in 2014: 6/7 March (draft accounts, annual pay), 3/4 July (finalisation of accounts), 11/12 September (budgets, AGM), 4/5 December (Council member reviews).

AOBs

Council agreed in principle to express interest in a proposal to bring the 17th International meeting of ISME to the UK and Ireland, for which there would be a cost of support. There would be a local organising committee, but there is not yet clarification on the actual running of the conference, although these are typically run by professional conference organisers. At this stage only an in-principle response is required, but further clarification would be needed on the level of financial support required if this was to be progressed.

Council noted that the 2017 FEMS conference is still not on the agenda for the forthcoming meeting, but clarification will be sought on the timetable as time is running short.

Action points

1. Progress Strategy Working Group meeting. ✓ This was progressed by teleconference in late October.
2. Electronic self-assessment questionnaire. ✓ Completed in November.
3. Vacant post for elected member to be offered to Steve Diggie. ✓ Steve accepted and has joined Council.
4. Revise draft agenda for September 2014 AGM after checking availability of room at CDH. ✓ AGM and Council meeting will now be held on 11 September 2014.
5. Contact prize lecture winners. ✓ Stephen Curry, Nikolay Zenkin and Laura Piddock have all confirmed their acceptance. Rita Colwell, the SGM Prize Medal winner, has also confirmed that she will be speaking on Monday 14 April at Liverpool.
6. Redacted for reasons of personal confidentiality
7. Action from previous meeting to update Council on developments with respect to immigration policy. ✓ In the notes.

Appendix 1 – election, appointment or co-option of Chairs and members of Committees

Individuals can come onto committee in a number of different ways, as follows:

- **Elected members:** where there has been a process both of open nominations from the full membership, and elections by the full membership.
- **Appointed members (following nominations):** where there has been a process of open nominations from the full membership, followed by appointment by Council after a recommendation from the Chair. This is normally on the basis of a requirement by Council to get the best available expertise.
- **Co-opted members:** where the Chair has brought a member onto the committee through direct request. At the discretion of the Chair, the committees may co-opt up to 2 members. A co-opted member does not need to be a Full Member of SGM. The committees should take into account equality and diversity when co-opting.
- **Ad-hoc attendees:** will normally have some particular specialist expertise that might need them to attend on a one-off or occasional basis for some or all of a meeting. These individuals are not considered to sit on the committee, but to be in attendance.

Elected, appointed or co-opted members normally have a term of office of 3 years (or up to 3 years if, for example, they do not start at the usual time).

The numbers on a committee may fluctuate at the discretion of the Chair, for the best interests of the Committee, taking into account any costs considerations. Travel costs can be reduced by holding committee meetings at the time of other meetings/conferences, and by making best use of modern Internet/VoIP/phone technology.

Policy, Communications and Professional Development committees should normally have up to 4 elected members, plus a Chair and a Deputy Chair, and a Council Representative.

Publishing Committee will have 2 appointed members plus the Editors-in-Chief, and *Scientific Conferences Committee* has the Chairs and Deputy Chairs of the Divisions as members.

The Council Representative might reshuffle at the end of each year (i.e. September AGM).

New members of Council, Committees and Divisions are considered to be formally in post immediately following the AGM. For meetings which happen close to the AGM (i.e. just before or just after), it will normally be acceptable to invite both incoming and outgoing members, but the Chair should exercise judgement/discretion.

A number of committees will have special arrangements, including other permanent posts. These include, for example, the following:

- Communications Committee: an additional permanently co-opted Editor of MT,
- Publishing Committee: the Editors-in-Chief on the editorial sub-committee,
- SCC: Chairs and Deputy Chairs of the Divisions.

A Chair-Elect will become the Chair according to a set timetable. For SCC the Chair-Elect is in place 2 years before stepping up to Chair. For other committees, the Chair-Elect would likewise be in place ideally 2 years before stepping up, but this could be shorter if circumstances dictate. In each case

below, the Chair is responsible for bringing a recommendation (proposal) for the Chair-Elect to Council, following discussions within the Committee. If an individual from a committee moves into a Chair-Elect / Chair role, then their term will normally be extended accordingly.

Method of appointment

- For *Scientific Conferences Committee*, the Chair of the Committee will consider suitable individuals from within the Committee and Divisions, and then will bring a proposal to Council for endorsement.
- For *Communications, Professional Development and Policy committees*, the Chairs will similarly consider suitable individuals from within the Committee, including the elected representative from Council who sits on that Committee, and will bring a proposal to Council for endorsement.

For those three committees, if a suitable individual from among the committee members cannot be identified, then the Chair of the Committee will direct that open nominations are sought from the full membership of the Society, and then will bring a proposal to Council for endorsement (plan B).

If a suitable nomination has not been forthcoming, the Chair of the Committee will seek nominations proposed by committee members, and then will bring a proposal to Council for endorsement (plan C).

- For *Publishing Committee* and Finance Committee, the Chair of Committee will go straight to plan B above, and then plan C if suitable nominations are not forthcoming.

Further proposals

A Chair-Elect does not attend Council until the last two meetings before they commence, at which time they are “in attendance” at Council, without formal voting rights.

Rotation – summary

Committee	Changeover in odd or even years	Next changes
Treasurer (Finance Committee)	Odd	2017, 2019
Scientific Conferences Committee	Odd	2015, 2017
Policy Committee	Odd	2015, 2017
Communications Committee	Even	2016, 2018
Professional Development Committee	Even	2014, 2016
Publishing Committee	Even	2014, 2016
President	Alternating (3 year term)	2015, 2018
General Secretary	Alternating (3 year term)	2016, 2019