

## 358 - SGM Council Meeting - Minutes

Minutes of the 358th meeting of Council held on Friday 6 December, 2013 09:00-12:30

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

### 1. Present

Nigel Brown (Chair)

Chris Thomas

Evelyn Doyle

Ian Henderson

John Sinclair

Steve Diggle

Mark Harris

Pat Goodwin

Andrew Davison

Paul Hoskisson

David Pearce

*In attendance*

Simon Festing (Chief Executive)

Dariel Burdass (Head of Communications – for agenda items 30-35)

Susan Wong (Head of Conferences – for agenda items 26-29)

**01.** Apologies for Absence & welcome to new attendees

Apologies were received from Maggie Smith, Colin Harwood and Sara Burton. The Chair welcomed Steve Diggle and David Pearce to their first formal Council meeting.

**02.** Declaration of any new conflicts of interest

None declared.

**03.** Minutes of the 357th Meeting of Council

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

**04.** Matters arising from the minutes and action points

Council agreed that the term of office for elected members should remain as it currently is, namely four years.

**05.** Redactions

Council agreed one redaction for the minutes of the 357th Council meeting for reasons of personal confidentiality.

**06.** Plans for next Council meeting

Identified as potentially including the following:

- Report back on review of International relationships
- Governance – process for election or appointment of Executive Officers

- Governance – initiate Review of Governing Documents (Articles of Association and bylaws)
- Governance – induction checklist for new Council members
- Progress on Chief Executive appointment
- Review of Divisions – report back and decision-making
- Review of Challenges for SGM – possible deliberation of paper from departing Chief Executive
- The recommendations from the review of investments is likely to come through from Finance Committee.
- Development of ambassador scheme with respect to membership.

### **1.1 President / Chief Executive Business**

#### **07. General business / Marlborough House items**

The Chief Executive noted that there are only a few remaining staff located in Marlborough House, and that it inevitably feels somewhat empty. The formal date from which all staff will be located at CDH will be 1 January 2014. Marlborough House itself is intended to be closed after the first few weeks of January once the final contents have been put into external storage (or some disposed of).

#### **08. Update on significant operational matters, including CDH and relocation**

The Chief Executive noted that since the accompanying paper had been written, SGM had exchanged contracts on the sale of Marlborough House, involving a deposit of 5% of the sale price, coming to a little over £46,000. Council agreed that there should be no relaxation in the date of completion, which had been set at not later than 28 February 2014. It was considered necessary to stick to this date so that Council could be certain of progress at the March 2014 meeting.

If for some reason the purchase failed to complete, Council will be entitled to keep the 5% deposit, and would have the legal right to sue for another 5%, whilst retaining full ownership of Marlborough House. Council agreed that it would consider options in full at the March Council meeting depending on circumstances at that time.

The Chief Executive explained that there were two main reasons for the potential cost overruns for the refurbishment of 107 Gray's Inn Road. Firstly, the requirement for steel girders to support the extra floor, and secondly the increase in the market rates in recent months in London. The original budget agreed collectively between the co-owners was £1.4 million, and the tenders had just come back at £1.5, £1.6 and £1.7m. It might be necessary for the Chief Executive to seek additional funding from Council, and this would probably need to be done by email.

#### **09. Strategic Plan – draft Revised 2013 Version, and report back on objectives**

The revised version had been agreed at the Thursday afternoon discussions, subject to some further minor amendments.

#### **10. Governance – Council questionnaire results, and individual reviews**

There were some lessons to learn from the results and comments, and Council agreed that the questionnaire should be repeated on a similar or smaller scale in two years time. Key points arising from the discussions were as follows:

1. The Council member induction documents should be provided to Council for scrutiny.
2. Governance training, and specifically external training events, would be encouraged at an early stage for new members of Council.

3. There should be a section on governance on the SGM website, which would include the completed registers of interest.
4. Council papers were considered to be at an acceptable level of detail, and it was stressed that it is helpful to have summary information at the front (e.g. up to 1 page), with detail later in the document, possibly in appendices.
5. There may be a need for fuller minutes on some agenda items. Specifically this might be to reflect on the process of deliberations and discussions which Council members have as part of their collective responsibility on decision-making.
6. The Statement of Responsibilities of Council and Executive should include a section on decision-making in Council meetings, with particular reference to seeking consensus and voting.
7. Council members are keen to ensure that they are still able to have dinner together on the Thursday evening prior to Council meetings.
8. Council members would like each paper to be more clearly labelled as to whether it is for discussion, for information, or for final decision.

**11. Governance Review – completed Registers of Interests**

Council noted that these should be updated with the current employer for all Council members.

Council agreed that the collective registers should be published on the website, and confirmed that no individual wished to have any material redacted.

**12. Statement of Responsibilities of Council and Executive (revised)**

Council approved various amendments to this paper, and requested that it be re-submitted at the next meeting.

Council noted that this paper had undergone frequent revision and is a “live” document. The Chief Executive explained that additional text had been added in order to encourage consistency of approach with respect to the balance between strategic and operational issues across Council, committees and staff, as well as the way that standard procedures work. For example, unless there was reason otherwise, the level of detail in minutes of meetings should be consistent with the minutes of Council meetings. This is considered to be open to negotiation. A Chair of a committee might, for example, have good reason for a particular style of minutes in specific circumstances. But a Chair would generally seek to implement standard SGM style of minutes unless there was a justifiable reason otherwise.

There was some discussion about the necessity to have sufficient detail in the Council minutes to clarify the process of deliberation as much as the outcomes of the discussion. Council agreed that the Council minutes would then become the “standard” for SGM minutes generally, although recognising that there might be specific circumstances requiring different styles of minutes from time to time.

Council agreed that the overall responsibilities of Council with respect to budgetary oversight should be highlighted in the Statement of Responsibilities. The Chief Executive agreed to pull over the respective text from the Financial Procedures Manual into this Statement.

**13. Sample of a more detailed “Scheme of Delegation” from another Society**

Council agreed that there was no need to embark on a scheme of delegation for SGM at this stage, although this was useful information which could be revisited if need be in future.

The Chief Executive explained that most of the other similar learned societies (such as the Biochemical Society and British Pharmacological Society) do not have any such document. But the Society for Experimental Biology did have such document, and this had been presented to Council for information. Council noted that there may be an exchange of views with a new Chief Executive on these matters.

**14. Composition of Council and Committees (Appointments and Elections)**

Council requested clarification on whether any of the nominees for membership of the Publishing Committee were suitable for the role of Chair. Leighton Chipperfield (later) agreed to pursue this question.

Council agreed the appointment of Pat Goodwin as Chair elect of the Policy Committee.

Council confirmed that Steve Diggle is the elected representative of Council on the Scientific Conferences Committee.

**15. Co-option of Council members – options**

Council agreed a process for co-option of members, based on the paper provided, but with more rapid procedures. The key points were that a co-opted appointment would:

- Reflect the Society's strategic need as well as the expertise known to be held by a particular individual.
- Be ad-hoc, starting at a time of agreement by Council and by the individual approached.
- Normally be for a period of time determined in advance, typically 1 or 2 years, and potentially extendable as necessary according to the discretion of Council.
- Be for an individual who is a member of SGM, even if that meant us asking them to join, as well as paying their membership fees.
- Entail the newly co-opted member becoming a full member of Council, who would have an induction, collective legal responsibility and full voting and attendance rights.

**Procedure for co-option:**

- Any Council member can propose an individual for co-option. There is no requirement that an individual should or should not have been approached in advance of Council deliberation - this is considered to be a matter of judgement on a case-by-case basis.
- The proposal should be circulated to the other Council members via email (unless a Council meeting is imminent and equally convenient), using negative resolution against a deadline as appropriate.
- If deemed to be agreed, the proposer should approach the individual to explain and invite.
- The standard new Council member induction and administration processes are invoked.

**16. Revised plan for SGM 2014 AGM**

Council approved the revised plan. Council agreed that there would be an orderly process for invitations, starting with inviting SGM members, and expanding out to sister societies, microbiology

departments in research institutions, and finally the general public. This is to encourage greater turnout. The event will need to be on an RSVP/ticket basis.

**17. Review of Organisational Relationships – schedule of work**

Council supported the proposed timescale, which would mean a report back on international relationships for the March 2014 Council meeting.

Chris Thomas explained that a “framework” had been agreed against which to gather consistent information (as far as possible) on organisations with which we have a relationship, so that such information can be presented in an appropriate format to Council. This should allow informed decisions to be made.

The Working Group has agreed to consider at an early stage FEMS and IUMS. For the latter, we have a particular responsibility since SGM is the UK coordinating body.

Council noted that there was an extensive and rapidly growing list of organisations which we could potentially consider in this review of relationships. At this stage, the intention is to throw the net as wide as possible, including societies with which we might already have a historical or current link, such as the Australian Society of Microbiology. It was noted that past links had occasionally been driven by individuals. But at this stage we are looking for a more comprehensive approach to allow SGM to take a view on how to proactively manage such relationships going forward.

Council noted that the Working Group had invited further members to join, notably:

Phil Minor: Virology

Geoff Gadd: Eukaryotic/Environmental

Council agreed that Mark Harris should join the group to ensure representation of scientific conferences.

**18. Society of Biology – request for fee of 1% of turnover**

Following a report back from the Thursday afternoon discussion, Council members agreed to a subscription fee of 1% of SGM turnover to the Society of Biology (SB) for a period of three years, to be reviewed after two years.

Nb - Pat Goodwin left the room during the substantive discussion of this item at the Thursday afternoon discussion session, as well as for part of the Friday Council meeting discussion.

The accompanying paper for this agenda item outlined the circumstances of the request, namely that SB did not have a stable funding base with respect to member organisations (compared to the relatively stable income from individual members), yet most of its work had been supporting member organisations.

There was some discussion of potential concerns of Council members. These included the following points:

- That SGM should not be alone or in a very small minority of organisations agreeing to the 1% figure. Council sought reassurance that this should not be the case, and the Chief Executive agreed to pursue this with SB.
- The review of this funding by SGM should be at an appropriate time, sufficiently early to give due warning to the SB of any change.

- SGM needs to explain clearly to its full members what are the benefits of supporting SB. Some such explanation could go into MT. Such benefits were seen to be, in summary:
  - the need for a Chartered body for the biological sciences;
  - the continued work on broader engagement with the public and raising the profile of biology; and
  - the specific work done to engage with policymakers, including education policy, as well as funding bodies.

**19. CDH Directors Agreement on Collaboration – Nov 2013**

Council noted the paper, which was primarily for information. The Chief Executive explained that the finance function referred to in point 2. in the paper was that of CDH Ltd. The Chief Executive also explained, that the HR Manager for SGM employment will come to an end at some stage, since Sharon Johnstone is based in Newbury, and servicing CDH collectively is likely to require something closer to the London location.

The Chief Executive confirmed that any contractual relationships, including relating to publishing, would need to be proposed to Council. Ordinary collaborations involving more simple functions such as sharing information could go on informally.

**20. Chief Executive recruitment planning**

The Chief Executive explained briefly some of the actions he was taking to allow smooth functioning of the Society after his departure, including:

- **Reviews:** ensuring that there is a clear remit to continue the planned reviews through 2014, after which time there should be a diminished need for the current volume of reviews.
- **Documentation of procedures:** there had been a concerted effort internally to document as many procedures as possible so that the Society is not again in a position of such risk where knowledge is all stored in the heads of individuals.
- **Forward thinking:** the Chief Executive has written a draft paper for the President outlining some of the internal challenges outstanding for SGM.
- **Stability of the Senior Management Team (SMT):** the Chief Executive has sought as far as possible to ensure that members of the SMT are operating on a stable basis, with agreed plans and budgets, satisfactory 2013 appraisals.
- **Interim arrangements:** the Chief Executive has anticipated that there are likely to be some months during which there is no Chief Executive in place. Plans have been discussed with the President for how to manage things during the interim period.

The President clarified that he had undertaken the following:

- Consideration of the requirements for the role, including the need for a competent general manager and Company Secretary.
- Gathering together relevant documentation, including the previous job specification, as well as the current (and updated) job description for the Chief Executive.
- Making contact with three potentially suitable recruitment agents. The President will send each of them the relevant details, ask them for a proposal, and then put a recommendation to Council on which of these to appoint. This is likely to be done in the run-up to the Christmas break, with the intention of things taking off in early 2014.

**21.** Membership - List of New members of the Society

Noted.

**22.** Potential new collaborations

With respect to biogeochemistry and the Geological Society, Council has already committed funding to a geomicrobiology grouping. The President will make contact with the relevant individuals.

With respect to the British Society for Parasitology, it was agreed that there was potentially important science to be pursued. Council agreed to invite Professor Judith Smith to join SGM at the Spring Conference in Liverpool.

Council noted in general that there were many potential such collaborations, and that a framework for decision-making on a consistent basis would be helpful. One such basis could include the potential for sponsorship, although this should not override other factors. Such considerations would sensibly tie into the deliberations going on in the Review of Relationships. We should ensure that we capture information about how these contacts work out, so that we can better develop models of relationship/collaborations.

**23.** Nominations for new Members of the IUMS Executive Board

Anyone who would like to propose a new member of the Executive Board should bring this to the attention of the Chief Executive.

Council noted that IUMS is a useful organisation to be part of. Its membership and circulation lists are large. However, it is somewhat disparate, and where it holds its meeting has a major influence on its activities at any one time.

## **1.2 Finance and administration**

**24.** Quarterly accounts for 2013, monthly figures

The full year reforecast shows a deficit of £679k compared to the original budgeted £662k and compared to the reforecast in September of £836k. The increase from the budgeted figure had been due to restructuring and relocation costs. The more recent decrease in the deficit by £157k is due to lower reforecast costs in Membership and Conferences based on actual costs incurred. By the end of the year it is hoped we should be closer to the original budgeted figure.

**25.** Report from Finance Committee

Finance Committee had had a useful update from John Speed and Nick Cobley of JS2 on the progress of the outsourcing so far and their plans for 2014. It seems that there will likely be some benefit from the expertise that JS2 can bring from their knowledge of how other societies operate, and there had been significant discussion of procedures and governance issues.

Report on provision of IUMS membership and accounting services - it was confirmed that SGM would continue to provide membership administration and accounting services to IUMS.

Council endorsed the recommendation from Finance Committee to commission Asset Risk Consultants Limited (ARC) to perform a review of SGM's portfolio performance and investment strategy so as to agree an Investment Policy Statement. If appropriate they would also assist with the selection of a new investment manager. The total cost of this service would be £6k, and the results should be ready to report to the next Finance Committee/Council meetings. It was

considered by Finance Committee that this was a good governance exercise to show that a review had been undertaken and a robust strategy agreed.

A draft Financial Procedures Manual had been drawn up by the Senior Business Manager and presented to Finance Committee. Members of Finance Committee agreed that Council members should submit their expenses (with physical receipts) to a member of staff within SGM to be approved and forwarded to JS2. Subsequently, once a year Finance Committee would see a summary of expenses paid to Council members for review. These points were approved by Council.

It was reported that the mileage rate paid to staff and all other claimants would be harmonised at 42p from 2014.

### **1.3 Scientific Conferences**

#### **26. Update**

The Birmingham conference centre is booked for 2015 following a site visit by the Head of Conferences and the Chair of Scientific Conferences Committee.

There is a series of deadlines for ideas to be submitted for focused themed meetings into 2015. So far suggestions have come from members of Divisions, but the idea is to broaden this out to the wider membership, and then review progress around the end of 2014. Information on how to submit is on the SGM website.

Council noted that it had earlier agreed that focused meetings should not become London-centric (in terms of the majority of them being held at CDH). But in this case there was the prospect of liaison with a lab in Paris which could draw attendees, and therefore there is a specific reason that CDH can be cost-effective.

#### **27. Corporate Support Programme**

Council endorsed the proposal for the corporate support programme, for an initial fee of a minimum of £1000 per annum.

SGM used to have corporate membership, but it had not been clear in recent years what this entailed. The Head of Conferences and Chief Executive recommended that we should not proceed with "membership" (since this entails constitutional issues), but rather develop a corporate support "programme". The details proposed were set out in a paper to Council.

Council noted that the intention was to keep sponsored attendance at SGM meeting as a separate issue. The corporates approached had been looking for a different relationship.

The Head of Conferences clarified that it was not intended to allow direct marketing/mailing to our members by the corporates. Rather, corporates would have access to our newsletter, which is likely to be considered less intrusive.

Council further clarified that we are limited to a programme involving 12 corporates, so we have control to prevent excessive numbers.

#### **28. Review of Divisions – analysis and options**

Council supported the proposed review.

**29. FEMS 2017 – roles and responsibilities**

The official “scheme” of the arrangements for deciding where the 2017 conference would be held has not yet been officially sent to SGM. However, it is understood that events would proceed in early 2014.

It is intended that there would be a formal organising committee, with the relationship with SGM to be negotiated with FEMS. That organising committee would be outside of SGM, although with representatives from SGM. Any involvement of SGM staff would have to be paid for by FEMS, as this is not additional workload that SGM staff can take on.

The Conference centres would arrange the administrative side of the conference, with the scientific content being organised through the FEMS organising committee. FEMS would select and manage the organising committee.

FEMS would select the venue. Any proposal for financial support would have to come to SGM Council.

Council agreed that it would not be the role of SGM to bear the financial risk of underwriting this conference. Council agreed that a fair approach would be that the organisation which has to meet the risk, likely in this case to be FEMS, would be the most likely organisation to get a share of any surplus generated.

#### **1.4 Professional Development**

**30. Draft amendment to the PDC minutes Sept 2013**

Noted.

**31. Amended 2014 grants scheme – from the September meeting**

Council noted that the grant schemes have now been finalised. Further work has been done to improve the procedures, namely better and more standardised methods for reviewing grants applications, and tighter deadlines.

**32. Proposed remit of the PDC, to include membership, for Council approval**

Council approved the amended remit, which now includes membership and the development of the ambassador scheme. These are due to come to Council in March 2014.

**33. Prizes Review – recommendations from Working Group**

Council approved the recommendations of the Working Group, which had been discussed both at the previous Council meeting, and on the Thursday afternoon discussion meeting.

**34. Equality & Diversity – recommendations from Working Group**

Council approved the recommendations of the Working Group. Paul Hoskisson explained the background to the Working Group deliberations, and that going forward data will be needed to be collected to support putting the recommendations into practice.

The broad practices which are to be encouraged through the recommendations include:

- that relevant information about the SGM approach on equalities and diversity should be publicised and made proactively available across all of our communication channels;
- that SGM will collect data on the relevant areas of work with SGM,

- that SGM will strive to reach a 33% minimum female participation, and ideally 50%, across all of its areas;
- that the main areas to be considered are the composition of committees, conference speakers and prize awardees (the latter starting with nominations, but intended to move towards actual awards over a defined time period);
- the practical application of these guidelines, recognising that the targets may be challenging to meet, but requiring some justification nonetheless for when they are not met;

Additionally, as specific initiatives, SGM will initiate inclusion grants for female speakers, identify 70 high-profile female microbiologists for its 70 year anniversary, and drive forward the Athena Swan agendas within the academic community.

The equalities and diversity issue will eventually fold into the Professional Development Committee at the beginning of 2015. Until then it will remain under the remit of the Policy Committee.

Council noted that the ambassador scheme could be linked to the proposed mentoring scheme, and both to encourage more diversity of SGM membership.

## 1.5 Communications

### 35. Rebranding – rolling out

The internal rollout will be January 2014, with the external launched to the membership in February 2014. The new branding will be promoted across the website and with social media and publications. All publicity relating to the Liverpool conference will use the new branding, as will the February issue of MT.

## 1.6 Policy

### 36. STIs

The report is now available. The launch will be in the House of Commons on Thursday 12 December.

## 1.7 Publishing

### 37. Update

The Head of Publishing explained that submissions have been going up, and that all journals will have had more submissions than in the previous year (and so back to the level of around 2008-10).

JMM Case Reports has had 30 submissions of which one has been accepted, and has had its first editorial board meeting.

Subscription renewals are ahead of last year in terms of timing. The Publishing Department is in the process of tendering for the manuscript tracking system, and separately, (somewhat later), for the online hosting platform.

Author marketing campaigns have been initiated and have generally received a favourable response.

There is active liaison with counterparts at CDH to explore potential collaborations.

### 1.8 Other

Next meetings of Council **in 2014 at CDH**: 6/7 March (draft accounts, annual pay), 3/4 July (final accounts & draft budgets), 11/12 September (budgets & AGM), 4/5 December (Chief Executive appraisal & Council reviews).

### 1.9 AOBs

A decision on the ISME conference is expected February/March 2014. The SGM bid to support has got through to the next stage – and so is in the final three. A final decision on our level of support will need to be taken by circulation.

The ICSP as a meeting in Montréal in July next year. We should seek an SGM representative.

As it was his last formal meeting of Council, the Chief Executive was thanked for his service, and Council wished him well in his new post.

## 2. Action Points

- Chief Executive to check that the current employment details are filled in for each individual register of interests. ✓
- Relevant text from the Financial Procedures Manual on budgetary oversight into the Statement of Responsibilities of Council and Executive. ✓
- Mark Harris to invite Professor Judith Smith to the Liverpool conference. ✓
- The President to contact the geomicrobiology group about relationships with the Geological Society. ?
- Head of Communications to check whether the Athena Swan agenda can be applied to a learned society. ?
- Leighton Chipperfield to check that the nominees for membership of the Publishing Committee had been considered as potential Chairs, and Colin Harwood to progress recommendations to Council on which two of those three nominees should become members. ✓
- Leighton Chipperfield to speak to Prof. Mike Goodfellow about SGM representation at the ICSP meeting next July. This has not been satisfactorily resolved, and may need further deliberation from Council.