

## 402 Extraordinary Meeting of Council

**Monday 22 January 2024 09:30–11:30 GMT**

**Venue: Online via Zoom**

**Chair: Professor Gurdyal Besra, President**

**Present:**

Gurdyal Besra (President, in the Chair)

John Sinclair (Treasurer)

Karen Robinson (General Secretary)

Paul Hoskisson (co-Chair of Building Communities Committee)

Kalai Mathee (co-Chair of Building Communities Committee)

Jo Kite (co-Chair of Early Career Forum Executive Committee)

Geertje Van Keulen (co-Chair of Sustainability Committee)

Catrin Moore (co-Chair of Impact and Influence Committee)

Tina Joshi (co-Chair of Impact and Influence Committee)

David Clarke (Elected Member)

Nigel Brown (Elected Member)

Kim Hardie (Elected Member)

Alan McNally (Elected Member)

Sheila Patrick (Elected Member)

Lorena Fernández-Martínez (Elected Member)

George Salmond (Elected Member)

**In attendance:**

Peter Cotgreave (Chief Executive)

Joanne Manning (Chief Operations Officer)

Sarah Buckman (Chief Programmes and Partnerships Officer)

Charlotte Mitchell (Associate Director of Communications, Brand and Audiences)

Helen Jones (Associate Director Strategy and Impact)

Curtis Asante (Associate Director Engagement and Insight)

### 1.1 Apologies for absence and welcome to new attendees

The President welcomed everyone to the 402 meeting of Council. Apologies were received from Sarah Hooper, (co-Chair Sustainability Committee), Jack Ferguson (co-Chair of Early Career Forum Executive Committee) and Catrin Moore, who would be joining for part of the meeting in between teaching commitments.

### 1.2 Declaration of any new conflicts of interest

There were no new declarations of interest.

### **1.3 Minutes of the 401 meeting of Council**

The Minutes of the 401 meeting of Council were approved as a true and accurate record of the meeting, subject to the correction previously circulated that Robin May was wrongly listed as having attended.

### **1.4 Matters arising from the minutes and action points**

The Chief Executive reported that all actions were either ongoing or completed. He drew particular attention to the following actions from the 401 meeting of Council:

Action 07 – A policy for the conditions and criteria by which Council may be guided in making position statements on significant world events would be brought to the March meeting of Council.

Action 08 – An update on the Code of Conduct would be brought to the March meeting of Council.

Action 09 – The core group was due to convene on Friday 26 January to consider the diversity of appointment and elections to Council and would report back following the meeting.

Action 10 – proposals for a new Board structure would be reported on under item 3.1

The Chief Executive further reported that Mark Harris had accepted the Honorary Membership for which he had been nominated, and that Mark Holmes had confirmed he had been appointed to RCVS Knowledge Plowright Prize and that the process of his appointment was ongoing.

Council noted that following consideration by the Officers of the important business facing Council in 2024, the March and September Council meetings would now be held in person.

### **2.1 Brief report of the Charity Commission monitoring visit on 12 January 2024**

The Chief Executive reported on the Charity Commission monitoring visit that had taken place on 12 January 2024 and that five Trustees had been present at the meeting (the Executive Officers plus the Chair and Chair-Elect of the Publishing Panel). He thanked those members for attending the monitoring visit, which was a serious matter as it was a criminal offence to provide false information or fail to be candid with the Charity Commission. He reminded Council that the visit had been triggered by the Society's success selling journal content in China and that at the visit we had been informed that the Charity Commission had selected 30 charities to visit and these were all receiving substantial income from China. He reported that comprehensive information had been provided in response to the Charity Commission visit, where the Commission's representatives also asked about governance matters. He was pleased that those present at the meeting had been able to satisfy the Commission on all of the questions they had and that various documents had been requested and provided in support, including Minutes from all 2023 Council meetings, minutes of the AGM, a copy of the Risk Register, and Council members' declarations of interests.

He explained that the Charity Commission would provide their written report to the Trustees and that there were various tiers of severity of response, from the most serious, a statutory inquiry, through the medium level which was a compulsory action plan, and finally the most minor end which was regulatory guidance, which in essence meant that nothing of concern had been identified (and the Charity Commission had made clear this was the most likely outcome). He noted that following discussion at the monitoring visit, it was highly likely the Commission would reference the Society's

Articles of Association and the structure of Council, potentially recommending a review of both the Articles (which had been adopted in 1972 and added to and tweaked since then). It had been positive that the Society had been able to report to the Commission that a piece of work was already underway and that this was reflected in the December 2023 Council minutes.

He further reported that the charity lawyer who was helping had confirmed that she was able to attend the March meeting of Council, where she would give a presentation on the relevant issues and possible structures for the future.

David Clarke requested a link to the Articles of Association which the Chief Executive agreed to provide to all Council members following the meeting.

**Action 02:** Chief Executive to provide a link to the Articles of Association for all Council members.

## **2.2 Roadmap to Annual Conference 2026**

The President opened the item, highlighting that work towards reducing the deficit for Annual Conference had taken place over a significant period of time and had included a huge amount of work by the former Chair of the Scientific Conferences Panel, Gill Elliott, the panel itself, other members and staff. He noted that Council had held a very detailed Thursday session in December 2022 where some significant decisions had been made and that these would be coming into effect at the year's Annual Conference. He concluded by noting that income and expenditure for Annual Conference had continued to be refined over this time and that Finance Committee had reviewed progress as part of its budget setting discussions in July 2023. This had supported the development of a potentially viable roadmap to 2026, and he invited the Chief Operations Officer and Chief Programmes and Partnerships Officer to present the paper to Council.

The Chief Operations Officer drew attention to Section 1 of the paper, providing background information to support Council's decision making process. She noted that the chart provided 'at a glance' income and expenditure from 2017 until 2023 to allow for comparison given the impact of the 'Covid years' in 2020 and 2021 where Annual Conference had been cancelled and then held online.

Details had also been included on future venue bookings up to 2028 and the venues' terms for cancellation. She highlighted the information provided on possible risks associated with cancelling Annual Conference, including the risk of loss of loyalty and loss of potential economies of scale for the event itself, and evidenced that demand for the event had been increasing over the years as referenced by abstract numbers.

The Chief Programmes and Partnerships Officer provided further detail on the ongoing development of a 'rich and varied programme' in addition to Annual Conference, which would strive to be more diverse, to increase internationality, and to encourage more events online. This programme would include a new meeting proposal process which would allow for applications on a rolling basis and enable events to be turned around on a shorter timescale. This 'rich and varied programme' would be discussed with the co-Chairs and co-Chairs Elect of Building Communities Committee at their next monthly catch up meeting in February and an update would be reported to Council in March.

The Chief Programmes and Partnerships Officer reminded Council that should Annual Conference be cancelled or moved to a biennial format, that it would not be possible for the Society to replace

Annual Conference with a high volume of Focused Meetings, largely due to resourcing and diary capacity.

The Chief Operations Officer outlined progress made to date in 2023 and 2024. She reported on the hard work by the Scientific Conferences Panel and Divisions, and the substantial decisions taken by Council in December 2022. She reminded Council that most decisions had been implemented in 2023 for Annual Conference 2024, including increases in delegate rates, reduction in sessions, reduction in catering, reduction in the duration of Annual Conference minimising associated accommodation and catering expenses, and removal of a printed programme book.

**Council unanimously agreed that Annual Conference 2026 should not be cancelled and the event should not move to a biennial model.**

**Council agreed to increase delegate rates in 2025 and 2026 in principle by 20% for non-members and full members and 10% for all other categories, with a review point in July 2025 to reconfirm Annual Conference 2026 rates.**

**Action 03:** Chief Operations Officer and Chief Programmes Officer to prepare relevant information on stakeholder expenses, registrations rates including a flat rate, and venue options for July Council 2024

### 3. Any other business

There being no other business, the meeting closed at 11.15am.

### 4. Action table

<b>Actions from the 399 meeting of Council</b>				
<b>08</b>	<b>3.4.1</b>	To conduct a comprehensive review of the suite of Society journals, to include product development of potential new titles if appropriate.	Head of Scientific Programmes	Ongoing. Update to be provided at 403 Meeting and options presented at 404 Meeting.
<b>Actions from the 400 meeting of Council</b>				
<b>10</b>	<b>3.7</b>	The Member Engagement and Communities Manager to implement the recommendations of the Champions Scheme Review.	Member Engagement and Communities Manager	Ongoing. Update to be provided at 403 Meeting
<b>Actions from the 401 meeting of Council</b>				
<b>06</b>	<b>3.1.1</b>	Co-Chair of the Sustainability Committee (GVK) to discuss the ways of highlighting humanitarian organisations and resources to aid microbiologists affected by world events,	Co-Chair of the Sustainability Committee	Ongoing.

		such as the Council for At-Risk Academics, at Sustainability Committee.		
07	3.1.1	Associate Director of Communications Brand and Audiences to prepare a draft policy for the conditions and criteria by which Council may be guided in making position statements on significant world events.	Associate Director of Communications Brand and Audiences	Completed.
08	3.1.4	Chief Operations Officer to consider the most effective manner of amending the Code of Conduct.	Chief Operations Officer	Completed.
09	3.2	Associate Director of Strategy and Impact to collate relevant contributions and convene the core group in January 2024.	Associate Director of Strategy and Impact	Completed.
10	3.7	Chief Executive to consult with appropriate experts to draft a varied set of proposals for a new Board structure to be presented to Council at the next meeting.	Chief Executive	Completed
<b>Actions from the 402 meeting of Council</b>				
01	1.5	The Governance Executive to undertake the agreed redactions of the 401 minutes of Council and publish them on the website.	Governance Executive	Completed.
02	2.1	Chief Executive to provide a link to the Articles of Association for all Council members.	Chief Executive	Completed.
03	2.2.2	Chief Operations Officer and Chief Programmes and Partnerships Officer to prepare relevant information on stakeholder expenses, registration rates, including a flat rate, and venue options for July Council 2024. Governance Executive to undertake the agreed redactions of the 401 minutes of Council and publish them on the website.	Chief Operations Officer and Chief Programmes and Partnerships Officer	Ongoing.

