

Council Meeting

28 September 2022
12:30-14:30

Hindle Room, 1 Naoroji Street, London WC1X 0GB

WEB Minutes

1. Welcome and apologies

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| Professor Sir Ian Boyd (President) | IB |
| Dr Paul Brooker (Hon Treasurer) | PB |
| Professor Claire Wathes (Hon Secretary) | CW |
| Professor Hilary MacQueen | HMcQ |
| Dr Louise Leong | LL |
| Mr Terry Gould | TG |
| College of Organisational Members | |
| Professor Patricia Kuwabara, Chair | PK |
| Professor Stefan Przyborski | SP |
| Dr Suzy Moody | SM |
| College of Individual Members | |
| Professor Nigel Brown, Chair | NB |
| Professor Louise Cosby | LC |
| Dr Jacqui Piner | JP |
| Mrs Lucy Hudson | LH |

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| Observers: | Dr Mark Downs, Chief Executive | MD |
| | Mr Mark Leach, Associate Director (Membership, Regions & Facilities) | ML |
| | Dr Arianne Matlin, Associate Director (Policy and Publications) | AM |
| | Mr Paul Trimmer, Associate Director (Accreditation & Professional Affairs) | PT |
| | Ms Susie Rabin, Associate Director (Parliamentary & Public Affairs) | SR |
| | Ms Philippa Skett – Biology Week item | PS |
| | Ms Surinder Sohal – Membership instalments item | SS |

Apologies: Professor Yvonne Barnett, College of Organisational Members
Professor Jonathan Scott, ESP Committee Chair

1.1 Introductions and welcome

The President welcomed AM to her first Council meeting alongside all attendees.

1.2 Declaration of interests

The President reminded Council of this requirement. However, no new declarations were noted.

2. Minutes of the previous meeting held on 15 June 2022

2.1 Review of action points

MD confirmed that all action points had been completed or were on the agenda.

2.2 Matters arising not on the Agenda

None reported.

2.3 Approval of Minutes and Web Minutes

MD clarified that the web minutes were effectively a redacted copy with sensitive personal or financial information removed. Both were **APPROVED**.

2.4 Conflicts of interest

No conflicts of interest with agenda items for this meeting were registered.

Section A: Governance and Risk Management

3. Chief Executive's Report

MD summarised his paper highlighting the positive ongoing development of the four-day week pilot and the impact of the current external environment, including political changes and the cost of living crisis. The Society had issued a rapid reaction to the death of her Majesty the Queen and this recorded Council's deepest sympathy.

SM asked whether the Royal Charter must be renewed/replaced following the death of the Queen. MD confirmed this was not required.

Financial planning had been a key activity since June and this was covered separately.

4. Health & Safety

Council welcomed the H&S report and noted that no incidents had occurred in the last twelve months.

ML confirmed a number of staff are currently first aid trained with more/different staff planned to reflect the new work practices of less office-based time.

Council **AGREED** to continue the approach of an annual written report coupled with ongoing detailed analysis by the Audit Committee and an oral update at each meeting. Any major incidents should also be brought to Council's attention outside this cycle. The President asked for relevant H&S staff training to be regularly reviewed as part of the process to assure Council it was up to date and in

compliance with legal obligations and it was further **AGREED** that the MARVIN 'declarations' module should be used to at least annually require staff to declare they had read and complied with H&S policy.

ACTION: staff to sign annual H&S declaration

5. Council Skills & Future Appointments

MD thanked Council for providing information on their current skills to enable shortages to be identified. He suggested the roles fulfilled by TG and PB have specialist requirements in law and finance respectively which should be filled through dialogue with potential replacements, effective from May 2022 Council **AGREED**.

There were current gaps in marketing, membership and school teaching skills but these had always been in short supply. Additionally, there is a balance to be struck between the skills on the key standing committees and Council itself.

Council considered how to address these gaps, and what process might be appropriate, taking into account the need for a more diverse Board and representation from both the early career and senior/experienced perspectives and from careers areas such as technician. For teaching, it was noted that a senior role such as a Head or someone working in pedagogy might be an alternative, especially as teachers often find it difficult to take time out of school to attend meetings.

The President also noted the importance of ongoing training to help refresh skills and for the acquisition of new skills. MD highlighted the free training often provided by professional advisors such as auditors and the RSB online Trustee governance training module.

Council supported the concept of trustee-designates as a route to help bring in early career people who will then move in to trustee positions as they become vacant, providing them with time to assess value and fit. TG pointed out the importance of clarity around such roles to ensure they were not *de facto* additional trustees (with responsibilities as such) unintentionally.

Three potential candidates were put forward during the meeting as suitable for the current vacancy taking in to account the skills gaps and career stage requirements.

Council also **AGREED** a board-effectiveness review should be conducted next calendar year.

ACTION: MD to develop the proposed trustee-designate concept further

ACTION: MD to send the President the past Board review.

Section B: Strategy and Finance

6. Financial Planning

The Honorary Treasurer, PB, provided a summary of the meeting, noting most items were covered on the agenda separately. There had been a helpful presentation by the RSB account manager at CCLA setting out performance and likely future trends. Like most funds, the external environment had led to a drop in asset values whilst the long term forecasts remained sound. The RSB fund now has more cash than usual, which will be redeployed in due course, and the c£44k cash income for this financial year looks set to grow in fy 22-23 rising from the current 2.8% return.

Significantly increased gilt yields will have a positive impact of the closed defined benefit pension scheme liability, he noted.

6.1 Minutes of the Finance Committee Meeting of 20 September 2022

Council thanked Finance Committee for their work and noted the recommendations covered under other items.

6.2 Q3 management accounts and year-end forecast

MD reported an expected modest surplus this financial year, possibly up to £100k better than the agreed £44k deficit. Finance Committee had reviewed the reported and provided positive feedback. Cash flow remained strong and budget line variances were explained. Council thanked MD and the finance team.

6.3 Budget for 2022-2023

Council agreed deficit budgets for the next two years in March 2022 as part of an investment plan to underpin the new three-year plan. A combination of external factors including inflation and the cost-of-living crisis, coupled with reduced membership recruitment estimates, however, now required these plans to be re-visited. Council were asked to approve the recommendation in the paper before them, as supported by Finance Committee, of a revised (higher) deficit of £391k in FY22-23 and a likely similar deficit the following year.

The anticipated slower growth in membership accounted for some £250k of the deficit. This was a prudent approach and recent investment may lead to improvements. Similarly, no new income was assumed from grants or donations.

Council noted that total assets may fall to £1.9m next year and as low as £1.6m in 23/24 whilst still easily remaining above the reserve policy of £500k. PB noted that the previous low of close to £1.6m assets was during a time when physical assets were held (buildings) and thus of lower liquidity. Almost all assets are now in readily accessible form.

Whilst noting the need for careful monitoring, Council **AGREED** the recommendations.

6.4 Update on proposed payment by instalment facility

Finance Committee had reviewed this proposal in detail and recommended agreement. They had asked for Council to have sight of the proposed changes to ensure an opportunity for further review. There was support for this new payment option as a route to helping spread payment during the cost of living crisis and beyond. The annual £15 administration fee was **AGREED** alongside a ten month repayment schedule, commencing January 2023.

ACTION : ML to launch the membership payment by instalment option from 1 January 2023.

7. Membership income

The President acknowledged the considerable work underway to retain membership numbers. Many felt more effective marketing was essential, segmenting the market, with the need to fill the new 0.5 FTE marketing post clear. New marketing should obviously link in to the new look website.

8. Biology Week update

PS joined the meeting via zoom. She explained the range of activities planned and encouraged Council to become involved. The President thanked PS for the enthusiastic presentation and all the work to date, wishing her and the team well. He asked for a post event report back to Council on outcomes.

ACTION: PS to report back to Council on Biology Week post event, in December.

9. Agenda forward look

The President outlined his thoughts on structuring future meetings and the need to flag key areas for debate. Some suggestions for in-depth discussion had already been submitted by Council. Immediate priorities raised included communications & marketing, a pan-biology conference and the employer network.

ACTION: Council members to send suggestions to JC

Section C: Reports to Council

10. Progress Reports

10.1 ESP meeting held on 8 September

In the absence of JS, AM provided a brief update highlighting the ETP discussions on future formats and ways of doing business, including expert watching briefs for each member and the current recruitment drive, following end of term departures. The President expressed his desire to forge even closer links between Council and key committees.

10.2 Policy & Publications

AM noted staff changes and the heavy workload across the team. The JBE contract with Taylor and Francis had been reviewed and will remain with them.

10.3 Parliamentary & Public Affairs

SR highlighted political changes and the recent success of Links Day. A new press officer is in place enhancing capacity. Plans are in progress to develop inputs to party manifestos ahead of the next election.

10.4 Membership, Regions & Facilities

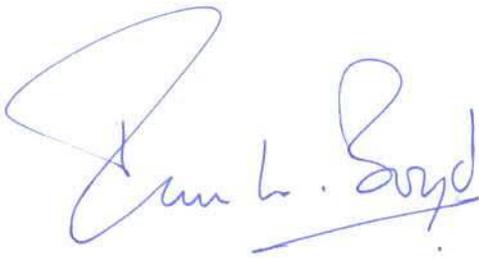
Much of this had been covered elsewhere and Council noted progress.

10.5 Accreditation, Professional Registers & Training

PT indicated a gradual return to normal for accreditation with face-to-face visits now underway nationally and internationally. The potential impact of the CBIol changes is being closely monitored as the 1 October deadline for the new payment and process approaches.

10. Any other Business & date of next meeting (7 December)

None were reported and the meeting finished at 14:45.



Signed electronically 7 December 2022