



Council Meeting

14 March 2018
12:30-15:30

**Charles 1 & 2, Charles Darwin House, 12 Roger Street,
London, WC1N 2JU**

Web Minutes

1. Welcome and apologies

Present: Professor Dame Jean Thomas (President)
Professor Richard Reece (Hon Secretary)
Dr Pat Goodwin (Hon Treasurer)
Professor John Coggins
Professor Nigel Brown
Professor Claire Wathes
Professor Hilary MacQueen
Professor Jackie Hunter
Professor Patrick Hussey
Professor Jeremy Pritchard
Professor David Blackburn
Dr Louise Leong
Dr Paul Brooker
Dr Kim Hardie
Dr Paul Hoskisson

Observers: Dr Mark Downs, Chief Executive
Dr Laura Bellingan, Director of Policy & Public Affairs
Ms Rachel Lambert-Forsyth, Director of Membership & Professional Affairs
Ms Ana Ilic
Ms Jen Crook (Minutes)

Apologies: Professor Caroline Austin
Professor Rebecca Oakey, Genetics Society
Dr Hazel Norman, British Ecological Society
Dr Lucy Harper, Society for Experimental Biology
Mr Mark Hollingsworth, Nutrition Society
Ms Pamela Mortimer, Society for Experimental Biology
Mr Adam Hughes, Biochemical Society
Mr Jono Bruun, British Pharmacological Society
Mrs Dariel Burdass, Physiological Society

1.1 Declaration of interests

None reported.

2. Minutes of the previous meeting held on 7 December 2017

2.1 Review of action points

All actions had been completed or appeared within the Agenda.

2.2 Matters arising not on the Agenda

None reported.

2.3 Approval of Minutes and Web Minutes

Council **APPROVED** the Minutes and Web Minutes subject to minor typographical amendments.

2.4 Conflicts of interest

A number of Council members declared an interest in relation to the reserved item on CDH. These were Richard Reece (Biochemical Society), David Blackbourn (Microbiology Society), Nigel Brown (Microbiology Society), Pat Goodwin (Microbiology Society), Paul Hoskisson (Microbiology Society) and Patrick Hussey (Society for Experimental Biology).

3. Chief Executive's Report

MD reported that the Remuneration Committee had met the previous week, chaired by Professor David Coates. This committee has delegated authority from Council to set an overall cost of living award or make adjustments to individual salaries within the overall budget set by Finance Committee and agreed by Council. This year they had concluded that a 2.7% pay award, in line with the most recent CPI figure, was appropriate alongside a number of individual adjustments.

MD noted that Council did not currently have a standing item on health and safety at each meeting, although it is covered under risk management by the Audit Committee, and proposed that this should be introduced. Council **AGREED**. He also reported that there were no significant incidents to highlight at present.

Council were invited to email thoughts regarding the new three-year strategy. The next Council meeting will have the opportunity to consider further detail. MD also proposed that there should be a wide consultation process within the membership and other interested parties. Nigel Brown noted the importance of Research Council input; and MD confirmed that there would be workshops, as in the past, for MOs.

In addition to the work of Audit Committee covered later in the agenda, MD noted that they had considered the Society's plans in relation to the new general data protection regulations (GDPR) and were satisfied that these were appropriate.

Council noted that there had been two significant Parliamentary events involving the Society this week – Voice of the Future and STEM for Britain. John Coggins had chaired the judging panel for life sciences and had been delighted with the quality of entries this year.

MD recorded his thanks on behalf of the staff and other members of Council to John Coggins, Jeremy Prichard, David Blackbourn, Pat Goodwin and the President who were all attending their last meeting. He highlighted how invaluable their support has been and wished them well.

Section A: Finance & Governance

4. Finance

4.1 Update from Finance Committee

The Honorary Treasurer provided an update on the Finance Committee meeting which had been held in the morning. In addition to the items elsewhere on the agenda she noted that there had been an update on membership services, accreditation and the budget for Charles Darwin House. She noted that there had been a positive discussion with the Chair of Pension Trustees and that the original deficit had now fallen, subject to some final legal advice, through mutually agreed changes to the assumptions in the actuarial calculations. Finance Committee had reaffirmed the decision to make a contribution to the fund with immediate effect to reduce the deficit further. They anticipated a modest repayment schedule well within the current budget.

Nigel Brown noted that Council are not shown the minutes of Finance Committee meetings as a matter of routine. He asked if this could be changed and there was **unanimous agreement** to circulate these minutes in future.

4.2 Q1 management accounts

Finance Committee had reviewed the Q1 forecast. They concluded that the Society's financial performance was on track with membership income almost exactly as anticipated and major expenditure in line with expectations. Council noted the promising first quarter.

4.3 Auditor's report

Both Audit Committee and Finance Committee had reviewed the Auditor's report. There was agreement from both committees that it was extremely positive with only very minor issues highlighted for discussion.

4.4 Trustee's Report and final accounts

Audit Committee had reviewed the Trustees' Report and final accounts in detail. They were recommending that it be adopted. Finance Committee had also reviewed it. The Honorary Treasurer noted that the balance sheet was considerably stronger than the previous year's. This was partly a result of accountancy practice in handling the improved position of the pension deficit, but it also represented a real improvement in operation performance against budget. At year-end a £29,000 operational surplus had been reported.

Council welcomed the report and the significant range of activity it reported on. They agreed that the financial performance has been good and **AGREED** to accept the report and final accounts.

4.5 Going concern and cash flow

The Honorary Treasurer recommended that Council should agree that the Society remains a going concern. The cash flow projection over the next 15 months was one of the strongest in the Society's history. Council supported this and **AGREED** that the Society remains a going concern.

5. Governance

5.1 Charity Governance Code

Ana Ilic outlined the new Charity Governance Code which came into effect six months ago. It sets out best practice and the auditors had recommended careful review by trustees and consideration of formal future reporting covering the way in which the Code has been adopted. MD recommended that this should be an item on the agenda for the June strategy day. It seemed likely that the Society fulfilled many of the best practice recommendations but there were bound to be some gaps and this provides an opportunity to review practice and pull together a collective position. Council **AGREED**.

Action: Add to June Strategy Day Agenda

5.2 Membership of Audit Committee & Finance Committee

AI noted that there was membership overlap between the Audit and Finance committees. The auditors had recommended addressing this to ensure clear demarcation lines. It was therefore recommended that new terms of reference be agreed. Council supported the changes that were proposed and **AGREED** that a typical term of office should be four years, renewable once. A question was then raised regarding whether the term of office should be limited to either three years or one term for Audit Committee. On balance Council concluded that if the Chair remained external this would not be necessary. Council **AGREED** the draft terms of reference.

5.3 Update of Regulations

Council welcomed the report on developing updated Regulations and **AGREED** to approve these via email correspondence if required.

Action: Council to approve updated regulations by email with the aim of completing this process by the AGM.

Section B: Policy & Strategy

6. Report from ETP

Jeremy Prichard provided an update on the work of ETP. In particular he wanted to note the breadth of work currently being undertaken by staff and volunteers. The ETP committee recognised the value of this significant activity. A focus at the recent meeting, and during 2017, had been the work of the Curriculum Committee which continued to progress well.

There had also been a detailed report on the work of the Accreditation Committee, representing another success story. The President asked about the challenge of international accreditation and sought reassurance that quality could be maintained. Richard Reece provided an overview and noted that it continued to be a rigorous process.

Degree apprenticeships, and those at other levels, were growing in importance. ETP concluded that the Society should become actively involved in this area given its importance to potential members, existing members and our commitment to support a professional bioscience workforce. Council **AGREED**.

7. Policy & Public Affairs

7.1 Policy & Public Affairs update

Council received an update from Laura Bellingan (LB), with many noting the impressive and wide ranging activities, congratulating her and the team. In particular LB highlighted changes that were proposed for *The Biologist* magazine. To help reduce our plastic footprint new types of packaging were proposed including a starch based cover which was biodegradable. She also noted that there is shortly to be the launch of an advanced digital offering for *The Biologist*, via an app.

Council encouraged the development of new ways of ensuring that policy work, and its impact, was conveyed to member organisations and individual members. LB noted that there are plans to launch a quarterly policy newsletter in an attempt to address this very issue. Jackie Hunter suggested more could be done to provide material which was easy for our member organisations to place on their website, retweet or use through other social media outlets.

8. Membership & Professional Affairs

8.1 Membership & Professional Affairs update

Rachel Lambert Forsyth (RLF) provided an overview of the current work of the membership and professional affairs team. She noted that membership was now very close to the three-year plan target of 18,000. Council noted that although growth was good, student numbers did not always increase. RLF said that there was certainly considerable fluctuation but the real figures were also masked by the fact that many students progressed to the AMRSB category.

8.2 Accreditation update

Richard Reece provided further information following on from the brief discussion under the ETP item. He recorded his thanks to the accreditation team and noted the considerable growth in accreditation since its inception. Alongside the original Accreditation and Advanced Accreditation schemes there are now a range of assessments for programmes ranging from Foundation degree to Doctoral Training Programmes.

In response to questions, RR noted that accreditation is not heavily marketed internationally and that most approaches result through word of mouth.

8.3 Apprenticeships update

This item had been considered in a range of committees including, as mentioned earlier, by ETP. The Employers Advisory Group were particularly supportive of committing more staff time and resource to engaging in apprenticeship processes and policy. RLF suggested that we could play an important role in quality assurance of end-point assessments.

Council **AGREED** that it was important to say closely involved but noted the potential impact on capacity which would need to be monitored.

8.4 Membership & Professional Affairs Terms of Reference

RLF circulated updated terms of reference during the meeting. This included a proposal that the Honorary Secretary should chair the new MPA committee. Council **AGREED** this recommendation and the draft terms of reference.

8.5 Membership communications

RLF noted recent communications to the membership around fees and on the progress of the Society's Strategic Plan.

9. Update on the Science Council

MD provided an update on the Science Council and proceedings at a recent extraordinary general meeting. A meeting for member organisations was planned for 21 March and MD recommended continued support for the Science Council at present. Council **AGREED**.

10. Update on UK Biology Competitions Special Interest Group

MD provided an update on the February meeting with some members of UKBC, a special interest group of the Society. Council discussed whether the UKBC might be able to be move to a finance support model that had reduced central subsidy and was closer to a full economic cost recovery model over a period of time.

There was clear support for the work of the UKBC noting that their broadening participation agenda is very helpful. Council **AGREED** that a move towards fuller economic cost recovery should continue to be discussed with the UKBC committee.

MD reminded Council that the other special-interest groups would be similarly reviewed over time. Council asked to be kept informed of any developments.

Action: MD to provide updates to Council at future meetings.

11. Update from Fundraising Group

Jackie Hunter provided an update on the work of the Fundraising Group. Terms of reference have been discussed and agreed and an initial focus will be legacy fundraising. This is due to be launched at the AGM.

12. AoB

No other business was raised and the President moved directly to the reserved business item.

The next meeting of Council will be held on Wednesday 6 June 2018 and will be followed by a Strategy Meeting and dinner.