

Council Meeting

**4 December 2019
12:30-15:30**

Hindle Room, 1 Naoroji Street, London WC1X 0GB

Web Minutes

1. Welcome and apologies

Present: Professor Dame Julia Goodfellow (President)
Professor Richard Reece (Hon Secretary)
Dr Paul Brooker (Hon Treasurer)
Professor Hilary MacQueen
Professor Patricia Kuwabara
Professor Paul Hoskisson
Professor Caroline Austin
Professor Sarah-Jayne Blakemore
Dr Louise Leong
Dr Jacqui Piner
Mr Terry Gould

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

Apologies: Professor Nigel Brown
Professor Claire Wathes
Professor Yvonne Barnett
Professor Jackie Hunter
Professor Patrick Hussey

1.1 Declaration of interests

The President declared her position as Chair of Public Health England.

2. Minutes of the previous meeting held on 11 September 2019

2.1 Review of action points

Ana Ilic had received most of the Trustee Declaration of Interest and Related Party Transaction forms but there were still a few outstanding.

Action: all trustees to ensure completion.

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 a typographical error relating to the CCLA approach to risk which should be “medium” and not “medium to high”.

2.4 Conflicts of interest

None reported.

3. Chief Executive’s Report

Mark Downs (MD) provided an update on RSB activity and highlighted that the anniversary arrangements were progressing well. Tickets for the Gala Dinner had been launched the previous day and, to date, six tables had been sponsored at £2.5k each.

MD reported that the Core Curriculum Committee, chaired by Jeremy Pritchard, was playing an important part in the policy agenda for 2019/20 whose work underpinned the whole of bioscience education through the proposed curricula for 5-19 year olds. He suggested this work should be further highlighted to member organisations.

Following work with the Employer Advisory Group, the first Industry Skills Certificate had been completed by an individual member and this area is expected grow over the coming months and years.

Jackie Hunter had recommended a contact to carry out some *pro-bono* marketing work and this had been further developed by staff, with a paper to be presented at the March Council meeting.

CDH was now getting to the end of the closure process, with both buildings sold and the business winding down. Voluntary liquidation on a solvent basis is proposed and is likely to commence early in the New Year.

Dr Lucy Harper’s term on the Audit Committee had ended and MD asked Council to endorse the appointment of Ivana Knyght, Director of Society Programmes at the Biochemical Society. Council **AGREED** the appointment.

All major work at 1 Naoroji Street had now been completed. The professional acoustic review for the meeting rooms had been carried out and recommendations for modifications were awaited. It is anticipated that the audio visual equipment and microphones will be up and running for the next Council meeting.

Rooms will shortly be available to rent by external organisations and one external booking had already taken place as part of an initial trial.

4. Health & Safety

One minor incident was reported whereby a member of staff banged their head.

Section A: Finance & Governance

5. Finance

5.1 Generic update from Finance Committee

Paul Brooker (PB) provided an update. The Finance Committee had considered the Q4 forecast, investment policy, fundraising strategy and CDH. Most of these items were covered separately on the agenda.

On a specific action, the Committee had requested a review of accreditation fees. Finance committee accepted the recommendation not to increase fees at this time.

5.2 Minutes of the last Finance Committee Meeting

The Minutes of the last Finance Committee were noted and Council **AGREED** the typographical error in the Minutes changing the CCLA portfolio description to "medium" risk rather than "medium to high".

5.3 Q4 forecast

MD reported that it had been a complex year due to the sale of the two CDH buildings and relocation. The year end operational deficit stood at approximately £129k which was close to budget. The majority of the expenditure will be capitalised over seven years.

Expenditure was as expected overall but with some variances within individual budget lines. Income was up on 2017-18 at £2.7m but some of this income represented grants that come straight in and out again.

More funds had been added to the CCLA investment account bringing the total close to £1m. PB noted that unrealised investment gains do not show on the management accounts but are included in the year-end accounts.

Since the papers were distributed, the pension valuation had been received which recorded a surplus of £217k on an FRS102 basis down from £301k last year. This will still appear as zero in the accounts, as required by accounting practice. Council were reminded that the basis of this calculation is different from the long term liability where the fund remains in deficit.

Cash-flow remained strong and liquidity has increased further due to the sale of the two buildings. PB added that staff costs remain under tight control, representing 59% of total expenditure against an agreed range of 55% to 60%. Overall, assets are likely to see a reduction from £2.5m to around £2.1m. PB thanked the senior staff team for their careful

management. The auditors were currently on-site and the draft accounts will be available for the next Council meeting.

Hilary MacQueen (HMcQ) queried where the income from HUBS was recorded as expenditure was visible in the summary but not income. MD confirmed that this was included in the summary income line for grants and other income. He added that there was a separate cost centre for HUBS if further detail was required.

5.4 Investment strategy & initial tactics

The Finance Committee had considered the general investment policy and had developed a draft which will come to the March Council meeting for review.

PB informed Council that the Society used easy access current and deposit accounts with HSBC and CAF Bank. These represented low risk whilst Finance Committee had agreed an initial investment of around £1m in the medium risk new CCLA actively managed fund.

The Society had invested in CCLA before in 2011 then again in 2015. The return varied but had a good record. The intention was to take income of around 3% each year from this e.g. £30k for this year. The investments were all subject to review by the Finance Committee and governed by the investment policy. This draft Policy will be reviewed by Council in March and Council **AGREED** this can be a public document.

5.5 Fundraising strategy

Julia Goodfellow (JG) summarised a draft paper which had just been reviewed by Finance Committee. This proposed market segmentation in 5 areas. The first two – individual & organisational membership – were key areas of ongoing work and were not the primary focus of this discussion. Major grant giving organisations, corporates and new business development were. Finance Committee welcomed this approach and Council **AGREED** that a small working group was the best format to take forward the detail. MD added that there needed to be a change in staff culture whereby everyone understood they had a role to play in income generation.

HMcQ asked if the Society was continuing to seek legacies and Ana Ilic (AI) reported that an advertisement had run in *The Biologist* a number of times. This will be repeated as part of a long term goal.

6. Governance

6.1 Regulation update

The Finance Committee made a recommendation to increase the delegated financial authority for the CEO from £20k to £25k in order for him to sign off items such as the building service charge. Council **AGREED** this amendment.

6.2 CEO succession plan

Council received a CEO succession process which would be used in the event of a planned or unexpected departure of the CEO. This also included an updated CEO job description. Any further comments were welcomed by email to JG or MD and Council **APPROVED** the proposed process.

Section B: Policy & Strategy

7. Minutes from ESP Committee

Council received the draft Minutes of the last ESP Committee and Sarah-Jayne Blakemore (SJB) provided an update. The Committee had discussed its Terms of Reference, with many members finding the word 'observers' for member organisation reps misleading, given their important contributions. Council discussed and felt that non-voting member may be a more appropriate term to use. SJB agreed to consider this further.

Identifying priority work areas had been a significant area of discussion for the Committee and Caroline Austin (CA) asked whether we could do more on grand challenges such as climate change. JG agreed such areas represented an opportunity for the Society to add value, bringing together information of the current response of the science community. Perhaps it could be in a future issue of *The Biologist*? It might also be helpful to suggest topics, via Stephen Benn, for the Parliamentary and Scientific Committee meetings.

Council also discussed that RSB itself could do, with SJB noting that UCL do not now include meat or fish in their catering and Rachel Lambert-Forsyth (RLF) highlighting some initial action already in place such as the increased ratio of vegetarian sandwiches for in-house catering. Sustainability had also been a factor in the development of meal plans for the Gala dinner. Council **AGREED** this merited further consideration.

ESP will plan a strategy meeting as an annual event to consider these proactive areas.

ACTION: ESP Committee to consider from the Science perspective and SMT for internal action (e.g. catering).

SJB recorded ESP interest in considering citizen science options and invited views by email. She also reported their interest in developing a "watching-brief" process for committee members. HMcQ noted HUBS did this successfully.

8. Policy & Public Affairs

8.1 Policy & Public Affairs update

Council received an update paper. *The Biologist* had just won an award for specialist magazine of the year in Scotland. Council congratulated Tom Ireland and the Editorial team on this achievement. The Society has also been shortlisted for association awards with ITN Productions for best video of the year.

The Chair of the Animal Science Group had received a UAR prize for his work in bringing animal research into public attention.

8.2 Policy Resource Library

The portal (policy resource library) was now live and hosted on MySociety and contained publications such as consultation responses from RSB and MOs. RLF thanked Council for their input on key wording during 2018. There was a planned communications campaign, with media stories, communications via social media, possibly printed leaflets and link to the portal. Impact infographics for policy will also contain the link.

Meetings were being planned with the Commons Library and people beyond our membership to spread the word about its use. A demonstration of the portal was given.

9. Report from MPA Committee

9.1 Minutes of last MPA Committee Meeting

Council received the draft Minutes for information. Richard Reece (RR) reported that the Committee was now working on a strategic plan. RLF responded to a question from Council about ambassadors being able to see all the members at their own organisation. This was not possible at present. However, IT development work for Branches to enable them to see such information, but without exporting permissions, might be applicable.

ACTION: RLF to check if Ambassadors can have greater access to member information, including any GDPR issues, and report back.

9.2 Ambassador pilot programme

The ambassador scheme had been piloted for twelve months and was a success. Twenty ambassadors, had attended twenty events and recruited 120 new members. The MPA Committee had agreed to roll this out within academia and to hold an RSB ambassador day. The staff team are initially aiming to recruit another 20–50 ambassadors within current resource. PB recommended that the team speak with MOs to share experience and Paul Hoskisson (PH) highlighted that the Microbiology Society had a successful scheme with a queue of people interested.

10. Membership & Professional Affairs

10.1 Membership & Professional Affairs update

Council thanked RLF for her work and that of the MPA team and noted the value of regular summaries of forthcoming events.

Action: Karen Patel to email highlighting 2020 events to Council

HMcQ asked if more events could be held outside London, noting this was not always possible. Many needed to be in the Palace of Westminster for example. RLF confirmed the team continue to seek regional spread and that the Fellows Lunches are one way to achieve some regional cover.

Action: Events team to seek offers to host regional lunches from Council.

10.2 Branch dissolution

Council received a paper to formalise a dissolution process as, despite an attempt to recruit, there remained some inactive branches.

Council supported the process subject to a proposed amendment for clarity from Terry Gould to ensure Council could directly initiate dissolution.

Action: RLF to provide “heat map” at least annually as part of her MPA update showing the membership distribution by branch.

11. AoB

Council discussed the recent education strikes and whether the Society was in a position to take a stance. Council felt there was little case for the Society to take a position on this employee/employer dispute over any other. In addition, the RSB membership may well have reasonable numbers opposed to the strike. A neutral position was thus appropriate. Council considered this issue fully and there was full agreement.

Council **AGREED** that the Society would not make any statement about the strike action.



11/3/20

