

Council Meeting

10 June 2020
12:00-14:00
Via videoconference

Web Minutes

1. Welcome and apologies

Present:	Professor Dame Julia Goodfellow (President)	JG
	Professor Richard Reece (Hon Secretary)	RR
	Dr Paul Brooker (Hon Treasurer)	PB
	Professor Hilary MacQueen	HMcQ
	Professor Patricia Kuwabara	PK
	Professor Paul Hoskisson	PH
	Professor Nigel Brown	NB
	Professor Claire Wathes	CW
	Professor Caroline Austin	CA
	Professor Sarah-Jayne Blakemore	SJB
	Professor Stefan Przyborski	SP
	Professor Yvonne Barnett	YB
	Dr Louise Leong	LL
	Dr Jacqui Piner	JP
	Mr Terry Gould	TG
Observers:	Dr Mark Downs, Chief Executive	MD
	Dr Laura Bellingan, Director of Policy & Public Affairs	LB
	Mr Mark Leach, Associate Director (Membership, Regions & Facilities)	ML
	Mr Paul Trimmer, Associate Director (Accreditation & Professional Affairs)	PT
	Ms Jen Crosk, PA to Chief Executive (Minutes)	

No apologies reported.

The President welcomed Professor Stefan Przyborski to his first Council meeting and congratulated Professor Nigel Brown on his reappointment.

1.1 Declaration of interests

None reported.

2. Minutes of the previous meeting held on 11 March 2020

2.1 Review of action points

All actions had been completed or were under way.

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 of the meeting held on 11 March 2020.

2.4 Approval of the Reserved Minutes

Council **APPROVED** the Reserved Business Minutes of the meeting held on 11 March 2020.

2.5 Conflicts of interest

None reported.

Section A: Governance and Risk Management

3. COVID-19 pandemic including RSB response and impact for staff

The President expressed her thanks for all the preparations which had ensured the smooth transition to working from home during the pandemic. The President, Honorary Officers and MD had maintained regular contact and Council expressed their thanks to all the staff for continuing to ensure the RSB was able to add value and operate effectively through home-based working.

MD gave an overview of Society activity during the pandemic. The Policy agenda had been particularly busy due to changes in the education system. There had been specialist interviews in *The Biologist* and six editions of the COVID-19 bulletin, with a distribution of 27,000 per edition. Discounts were also being offered on training programmes. The full list of RSB activity was set out in the paper.

Council were asked to consider what the sector was doing on COVID-19, the challenges faced and how the Society might engage on those issues.

NB felt there could be an opportunity for branches to reach a larger audience through online events, with speakers from around the country. MD agreed and added that the Events Manager was currently looking at what we might do noting that it does however raise the question of whether a branch event open to all would be classed as a national event. NB felt the booking process might address this. Overall, all agreed this was a good idea and worth exploring.

Council discussed how the pandemic had been affecting universities and agreed that the Accreditation Committee's guidance on practical training had proved crucial to the sector. Handling access to laboratory space was just one of the practical issues to be addressed.

Universities are facing challenges for the next, and future, academic years, with most estimating drops as high as 5-10% for UK students and 75% for international. CW flagged that students of clinically based subjects required access to dissection rooms and would be unable to do such work online: virtual models could not fully fill the gap. As alternatives in some areas, some students had been asked to supply data analysis work but faced challenges around access to the right programme, licence costs and supply of analytical software.

Council discussed how the 'new normal' could include a strong green focus and what we could do to promote those ideas. MD suggested that this could be done by building on the NCI work and wider policy work of RSB. Council also discussed how science could be taken into account in the current food debate e.g. chlorine chicken (considered safe but with wider animal welfare issues). Overall there were opportunities as well as threats to the sector. RSB was well placed to make a difference through the membership network, policy interfaces and public engagement. Rethinking how to deliver this is important and Council asked the staff team to develop further ideas.

4. Chief Executive's Report

MD had provided Council with a paper, highlighting that many areas had been able to continue working during the pandemic. The first online Policy-Late event had been held, with a turnout of 150 people with 250 registered and more virtual events are planned.

Council received The Gazette and Companies House liquidation confirmation for CDH Ltd. The finance team were currently providing background information to complete the process.

At the last meeting, Council had agreed that all events should be cancelled or postponed until 31 August and MD requested an extension until the end of the year, with flexibility for a limited number of activities for events in partnership with third parties or possibly regional. Branches may still wish to continue hosting smaller, outdoor events where it is easier to follow guidelines for example. NB added that we would need to let Branches know our thoughts quite soon on exceptions as they had already started talks around activities for next year – in many ways a simple ban on physical meetings might be easier. Council **AGREED** to cancel or postpone events until the end of the year, with limited exceptions devolved to SMT for decisions, noting that social distancing or other government guidance, must be adhered to.

The AGM scheduled for 6 May 2020 had been cancelled due to the pandemic and MD noted that the Society had a requirement to ensure a gap of no more than 15 months between each AGM. This meant scheduling an event by 6 August 2020. MD felt this was not appropriate as it would restrict access and was not in the overall interest of RSB's charitable objectives and proposed that Council should agree an extension, allowing the AGM to be held virtually in the autumn. Although this would mean a breach of the Bylaws, it would facilitate much greater access and transparency. TG reported that he had reviewed the legal issues raised by this proposal and made clear that, in his opinion, the Society would be acting reasonably in taking this action

Honorary Officers supported the proposal and Council **AGREED** that a virtual AGM should be held in the autumn and was in the best interest of the charity. Holding the meeting virtually, with the Charter Lecture would provide an opportunity to more fully engage membership and to prepare a more substantial meeting. Council discussed the logistics of member voting but as the only standing item requiring a vote was the reappointment of auditors, they felt this could be done before the meeting or electronically, notwithstanding the fact that any motions legitimately submitted by members must also be considered.

MD reported that staff responsibilities had been adjusted slightly to provide cover for the three membership and one education policy vacant roles. Staff were aware that there was no expectation to return to the office prior to 1 July but exceptions might be made for those people who wished to return after this date for mental wellbeing reasons. Council **AGREED** that staff would not be expected to return to the office until at least 1 September, anticipating that it will probably be later. Irrespective of the timing, Council highlighted the importance of ensuring all risks had been fully assessed and shared with staff and the landlord as appropriate prior to any staff returning.

Action: MD to provide Council with organisation charts reflecting the temporary changes in roles

5. Health & Safety

There had not been any incidents to report. The SMT had been working on plans to return to the office, including sanitiser points, legionella testing and one-way entry/exit points. The landlord had confirmed that they would be preparing a risk assessment and had asked us to submit ours. The President asked about Health & Safety at home and MD reported that The Society had sought to act reasonably and pragmatically, providing items such as chairs and screens where required. The longer home working continued, the more important a fuller assessment of the environment for each home-based member of staff will become.

Council discussed the mental wellbeing of staff as this had been an issue for many employers. JG and MD had been in regular discussion on this, which was also a standing agenda item at each SMT.

6. Professional Matters Committee recommendations

RR thanked HMcQ, NB and JP for being part of the Professional Matters Committee (PMC). Although RSB has not experienced many member complaints in the past, unusually, three independent complaints had recently been received which had led to two separate PMC meetings.

In the first case, PMC had concluded removal of membership of an individual, based on his social media activity and promotion of issues in an unscientific way and unbecoming to the Society. The remaining two cases were ongoing, with decided outcomes and the process allowing a 21 day appeal process.

The President thanked PMC for dealing with the three complaints.

Council **supported** the recommendations of the PMC.

7. Accreditation of African Centres of Excellence

RR reported that universities in Ghana and Nigeria had already been accredited via physical visits. However, applications had also been received from some universities located in areas where travel is not advised by the Foreign & Commonwealth Office. One option is to allow their staff to travel to the UK and provide support during the accreditation process but an alternative would be to use local assessors. RR proposed the appointment of Professor Peter Akinsola (based in Lagos) to help the accreditation group with this type of work. Many of the Centres are financed by World Bank, who

require them to have International recognition and this could expand our charitable impact, provided costs were fully met.

Council discussed any reputational risk that might arise and agreed that the local assessor, with the support of the accreditation team and UK assessors, could ensure suitable levels of risk mitigation. RR noted that additionally, all applications go to the Accreditation Committee for final approval to provide further quality assessment and to ensure adequate paper trails were in place.

Council **APPROVED** the proposal to appoint Peter Akinsola as a local accreditation assessor alongside the new arrangements proposed and requested an update report in 12 months' time.

Action: RR to provide an update report to Council at the June 2021 meeting

Section B: Strategy and Finance

8. Report on D&I within the Society

Council received an update report and **AGREED** for the rep volunteer network to meet quarterly. Council **AGREED** that the Committee should carry out work to diversify the Society's Committees.

Council endorsed activity to reduce the attainment gap for BAME students and that nominations and prizes should be more diverse.

The President discussed the BLM tweet that had gone out earlier in the week and felt that this should be backed up looking at how we support younger black scientists. JG was due to have a conversation with the Royal Society and would feed back to CA. CA asked if it was possible to have membership population data to feed back to the group and ML added that care needed to be taken on collection of membership data, adding that Membership May already reflected membership diversity.

CA asked if Council had a view on staff using their preferred pronoun on email signatures and all agreed that this can be done if preferred but would remain down to personal choice.

Action: JG to feed back to CA on Royal Society diversity conversation
ML/LB to look at what can be done to support diversity in membership

9. Financial Planning

9.1 Minutes of the Finance Committee Meeting of 11 March 2020

Council received the Minutes and no questions were raised.

9.2 Report from the Finance Committee meeting of 2 June 2020

Council received the report and no questions were raised.

9.3 Q2 management accounts and year-end forecast

PB and MD reported that the Finance Committee had looked at the headline message and the positive short term financial impact to date due to the pandemic. The reduction in expenditure had been greater than the lost income, thus reducing the forecast deficit. Importantly, membership recruitment and retention remained on track and accreditation continued to perform well although some activity will be pushed in to FY 2020/21 reducing the net value this financial year.

Finance Committee had noted that there continued to be a number of variables that could affect overall financial health.

MD reminded Council that the pension liability recorded in the next set of accounts on an FRS102 accounting basis may show a significant deficit, adversely affecting the Balance Sheet and overall level of assets. Last year the accounts showed no liability based on a valuation surplus but historic figures have shown deficits in excess of £700k. Given the turbulence in the financial markets a high deficit could be recorded again.

PB set out information on the performance of the CCLA investment fund following a presentation by the account manager at the last FC meeting. The bottom line was that the fund had performed well compared to market comparators. Although there had been a loss in valuation of at least 13% in early April, much of this had been recovered by 31 May and the actively managed fund with its diverse investment base, remained a good vehicle for long term investment. FC did not recommend any change to the investment policy at this time and noted that Council's decision to ensure disinvestment in mining industries (fossil fuels) in late 2020 had been helped by a move by CCLA to withdraw from these investments in the main fund (RSB is invested here). Given the pandemic, the low cost transfer to the new ethical investment fund was on hold by CCLA and FC recommend a review of options at the end of 2020 [post meeting note: the transfer will not now be available until July 2021].

9.4 Scenario planning for 2020/21 and beyond

There were clearly many factors that could impact the future financial performance of RSB post-pandemic. On scenario planning Finance Committee and MD recommended that SMT should model different year scenarios up to Sept 2022 and report back to the September Council meeting.

For scenario planning, the President asked the SMT to ensure a range of mitigation options were evaluated to ensure it was clear what action would be taken, and when, if required, to ensure long term viability.

PB noted that the Finance Committee were seeking a replacement on the Committee to cover Jackie Hunter's departure and he asked any interested members of Council interested to contact him or MD by email.

All **AGREED** to a September 2020 financial forward look review based on the recommendations in the paper.

10. Three year plan: progress and limitations

Council received a paper from MD inviting them to consider whether anything in the three year plan should be re-prioritised or added over the next 18 months due to the pandemic. He reported that although membership was holding up, the target of 21k by Sept 2021 would not be reached, although this was unrelated to the pandemic. In other regards, the current plan was more or less on track. Council did not raise any immediate concerns, noting the good progress and suggested further comments should be send to MD by email.

ACTION: **Council to review progress against the three year plan and send any further comments to MD by 30 June 2020**

In one specific area of potential cost reduction, Council discussed looking at a two tier system for *The Biologist*, offering online only or printed copies. MD added that in past membership surveys, *The Biologist* had always been the highest member benefit, as well as being a way of reminding people that they are a member. LL added that analysis of the demographics and reduction of frequency had also been discussed at Finance Committee. If we were to ask any questions on this in this year's membership survey, questions could be modelled to gauge views.

Offering the option of an increased fee for paper copy or placing some editions only online were all options. New online content is a good way to test how many might access the magazine but to date there had not been a big uptake of online access to the Biologist or additional content. ML felt it was a regular reminder of membership and important to retain. LL discussed reducing frequency and reviewing the demographics of who reads the hard copies.

Section C: Reports to Council

11. Progress Reports

The papers in this section had been received by Council for information. The President reminded Council of the importance of reviewing these and of raising any questions with the relevant lead.

- 11.1 ESP meeting held on 21 May 2020
- 11.2 Policy and Public Affairs Directorate
- 11.3 MPA Committee Report/Minutes of 12 March 2020
- 11.4 Membership, Regions and Facilities
- 11.5 Accreditation, Registers and Training

12. Any other Business

None reported.



Signed electronically 10 June 2020