

Council Meeting

**11 March 2020
13:00-16:00**

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 Nigel Brown
Professor Claire Wathes
Professor Caroline Austin
Professor Sarah-Jayne Blakemore (via video-conference)
Professor Jackie Hunter (via video-conference)
Dr Louise Leong
Dr Jacqui Piner
Mr Terry Gould
- 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, Development Officer
Ms Jen Crosk, PA to Chief Executive (Minutes)
- Apologies:** Professor Yvonne Barnett
Professor Patrick Hussey
Dr Louise Leong

1.1 Declaration of interests

Julia Goodfellow (JG) is Chair of the Public Health England advisory board, which includes Porton BioPharma. Rachel Lambert-Forsyth declared her interest as a Trustee on the

Science Council. Jackie Hunter, highlighted her membership of the BP Technology Advisory Board.

2. Minutes of the meeting held on 4 December 2019

2.1 Review of action points

All actions had been completed or were under way. Laura Bellingan (LB) added that ESP had discussed sustainability and that she was currently putting together a paper on potential sustainability actions for the RSB internally and in terms of what bioscientists are doing. Council **AGREED** that they would like to see a copy of the paper when complete.

Action: LB to send ESP paper on potential sustainability to Council.

2.2 Matters arising not on the Agenda

None reported.

2.3 Agreement of CDH Minutes for the meeting held on 11 March 2020

Prior to this Council meeting, Council had met to discuss the liquidation of CDH Ltd following the sale of the two buildings. They **AGREED** the appointment of Mark Downs (MD) to take the necessary steps to continue the liquidation of CDH Ltd, dissolve the VAT partnership and end the co-ownership agreement.

2.4 Approval of Minutes and Web Minutes

Council **APPROVED** the minutes and web minutes

2.5 Conflicts of interest

None reported.

3. Chief Executive's Report

MD gave an update on works to the meeting rooms. The AV and acoustic dampening work would be completed shortly, with the and air conditioning works completed before summer.

On 23 April a meeting is planned with liquidators to put CDH into voluntary liquidation. This will take approximately a year to complete but he felt that current liabilities were not looking onerous.

MD provided an update on the Science Council and asked for any Science Council President nominations to be sent to him before the end of the following week.

On other external policy areas, MD noted that Greg Clark was now the new Chair of the Commons Select Committee on Science and Technology. He had attended the RSB Parliamentary Affairs Committee and Gala dinner.

MD recorded that this would be RLF's last Council meeting before she leaves to join the BPS as CEO. The President and whole Board thanked her for the considerable contribution to the Society over 11 years of employment and wished her well for the future.

In terms of external engagement, the key event of the quarter was the recent Gala dinner and MD ran through some of the positive feedback. The President and Council congratulated the events team, as well as staff and Trustees who attended this highly successful event. There had been a good atmosphere and a useful opportunity to talk to the new Science Minister, Amanda Solloway, amongst others. Sir David Attenborough Hon FRSB had received his life time achievement award and spoke positively about the important future role of RSB.

The President added that this would be the last Council meeting for Jackie Hunter and Patrick Hussey. Small gifts had been sent to them as a thank you for their time served on Council. Nigel Brown's term also ended but he was standing for re-election.

4. Health & Safety

There had not been any incidents to report.

Section A: Finance & Governance

5. Finance

5.1 Generic update from Finance Committee

Paul Brooker (PB) provided an overview of the Committee's morning meeting. Aside from the specific items on the agenda he highlighted there was a report on fundraising showing some £380k of income confirmed this FY and £80k in next. The majority of this income was linked to direct external costs such as the grants in plant health but around £20k contributed directly to overheads. The surplus from the Gala dinner was expected to be £6-7k with sponsorship income well ahead of budget. The President and CEO were also considering additional fundraising activity.

Two dinners with the Presidents and CEOs of strategic partner member organisations had been held since the start of the year. These sought to consolidate links with key MOs and to better understand their primary drivers in RSB membership. The President reported there was primarily positive feedback. More needed to be done on communicating RSB achievements and priorities and on how best for MOs to input.

The Committee received a report from Mark Leach (ML) on membership recruitment and retention. This showed that Q1 had exceeded budget, with Q2 looking to be very close to budget, particularly for professional grades. ML concluded that some of this early benefit was timing and was currently forecasting income to be on budget at the end of the financial year.

Jointly with MPA Committee, there had been an initiative outsourced to specialist agency Chord, to contact any members not renewing. This had proved successful. There had not been any negative comments received to date. The team had a target of 19k plus members by the end of 21-22, an annual growth of approximately 2.5%. Council felt the ambassador

network was crucial for recruiting members through their place of work and offered Mark Leach their support.

5.2 Minutes of the last Finance Committee Meeting

Council received the last Minutes of the Finance Committee.

CA asked whether the business plan for membership services had been completed yet and PB confirmed that this had been pushed back to June.

5.3 Audit process

Council received the draft Trustees Report and Accounts and the Auditor's "findings report". Rodney Eastwood, the independent Chair of the Audit Committee attended for this part of the meeting and confirmed that he had reviewed the report in detail with the Audit Committee, who were satisfied that there were no major issues of concern. Indeed, only a few minor points had been raised. The auditors fee was set to rise as a result of the new accountancy standards which required more detailed analysis in some areas.

Council asked how often the Society reviewed its audit provision and MD confirmed it had been agreed to do so every five years. Irrespective of this, there is a change in lead partner every seven years.

5.4 Review of auditors' report

Council received the auditor's report and noted it provided an unqualified opinion. No other issues were raised. JG congratulated staff on a good report.

5.5 Review of 2018/19 annual accounts & going concern

Paul Brooker (PB) reported that the Finance Committee had considered the report and headline numbers. The previous year had been difficult, with a resulting deficit of £531k, much of which was attributable to one off costs associated with relocation and the building sales. There had been a £102k accounting loss on the building sales for example and an unexpectedly high irrecoverable VAT bill (>£100k compared to £25k usually) as a result of the VAT position of the CDH1 building.

The Finance Committee were happy to recommend that Council agree to sign off the accounts. PB added that all assets were now primarily in liquid form, therefore there was no concern about liquidity for the next year.

Council noted that Paul Hoskisson's title should be corrected in the Trustees' report.

Council **AGREED** the Trustees report and draft final accounts and authorised the Honorary Officers to sign the accounts as a true and fair record for the previous financial year.

Taking into account the cash flow forecast, and noting the forthcoming discussion regarding the current pandemic, Council **AGREED** the RSB remained a going concern for the next 12 months.

5.6 Q1 report

The Finance Committee had discussed the Q1 report at its meeting. The headline message was positive with income ahead and expenditure behind expectations - but it is too early in the FY to draw many conclusions. Nonetheless, the direction of travel was positive.

Assets held in the CCLA fund at the end of January stood at £989k and £947k at the end of February. This was expected to be lower still at the end of March but FC argued caution in terms of any immediate investment change. They did not feel the situation would affect the current reserves policy as previous fluctuations had been experienced and it was best to stay invested.

5.7 Investment Policy

There had been no changes since the draft version outlined to Council in December. However, a question had been raised in the last meeting about investing in companies involved with fossil fuels. PB confirmed that CCLA had two funds, general investment (with reasonable but limited ethical considerations) and ethical (with more severe restrictions). Currently greater than 50% of UK universities have divested investments in fossil fuels and FC had concluded that on balance, RSB should do the same. The cost to change between the CCLA funds now would approach £5k but this is expected to reduce in the autumn. This was the time planned for investment review as part of the agreed annual process and FC recommended considering a switch at that point.

Council **AGREED** the new investment policy and concluded that they were happy to review investments in September, flagging the likely switch to the ethical fund.

6. Governance

6.1 Trustee elections

Nigel Brown (NB) left the meeting for this item.

Three terms on Council were coming to an end – Nigel Brown (individual member), Patrick Hussey (MO representative) and Jackie Hunter (Council elected). All three had served one term and Nigel Brown had expressed his wish to stand again and entered the election.

Voting was open until 3 April, with numbers to date positive and still increasing. Council agreed that the Society needed to think about how to better encourage people from diverse backgrounds to apply.

A total of five members were nominated for Trusteeship in the College of Individual Members and three in the College of Member Organisations.

Action: Ana Ilic to communicate the election results on 3 April.

NB returned to the room.

Section B: Policy & Strategy

7. Report from ESP Committee

Council received an update paper from the ESP Committee and Sarah-Jayne Blakemore (SJB) gave an overview of current activity which had focussed on education priorities, following a review of science policy priorities at the previous meeting.

Recruitment of school teachers to committees still remains a challenge and Claire Wathes (CW) speculated that it might be possible to improve the situation using video conferencing now that the new systems were in place. Hilary MacQueen (HMcQ) noted a lot of work on the curriculum overlapped with HUBS' interests and SJB welcomed further discussion.

On a separate point SJB congratulated everyone on the Gala dinner adding that she had met A level students and undergraduates at the dinner who had obtained tickets via the student ballot - they were delighted and this had been a positive way of engaging with younger members.

8. Policy & Public Affairs

8.1 Policy & Public Affairs update

Council received an update paper for information and thanked the team for the considerable output.

8.2 IBO 2020

Council received an interim update on preparations for the 31st Olympiad in Japan. The team had yet to be selected and committee member travel arrangements were to be confirmed. Further updates would be provided at the June Council meeting and the possibility of cancellation due to Covid19 was higher [post meeting note – cancellation now confirmed].

9. Membership & Professional Affairs

9.1 Membership & Professional Affairs update

The MPA Committee were due to meet the following day so there was no report to Council. The Agenda will cover membership strategy, recruitment/retention and engagement. RLF agreed to ensure circulation of the new version of the paper (early draft by error in the papers). There was an ongoing review on messaging of Chartered Biologist status following changes twelve months ago. But retention now appeared to be settled around the level anticipated: a good sign that members who hold the Chartered Biologist status value it.

Richard Reece wished RLF all the best in her new role and thanked her for all her work for MPA.

RLF added that they were identifying training relevant across competencies (registered scientist), then using that template to look at a technical certificate, launching summer this year. The MPA team were also looking at support focussed on competencies more widely especially at Affiliate level and for early career members.

10. AoB

Coronavirus

MD had put in place contingency arrangements for working from home. The all branches meeting, regional event and fellows lunch in Bristol had been cancelled. It was highly likely, in his opinion, that advice from Government next week would be to work from home - therefore MD felt it best to pre-empt this by suggesting that RSB staff do so from Monday 16 March. JG added that some organisations had A or B teams in the office or different working timeframes but preferred to encourage home working. Some Accreditations (mainly reaccreditations) may need to be carried out remotely but some would have to be postponed. Recruitment interviews would also need to be done remotely. PB added that many organisations already had travel bans in place. Council **AGREED** the recommendations.

Action: MD to advise all staff to work from home from Monday 16 March. Those who do not travel by public transport could still work from the office by agreement.

Action: MD to monitor the situation and update Honorary Officers after the first week to discuss any issues arising from home working along with on-going regular reports.

MD added that the building was expected to remain open in the immediate future. The Landlord had sent guidance which followed the advice of Public Health England. RSB are responsible for the cleaning contract within in our demise, with the Landlord responsible for common areas. Deep cleans would be carried out if anyone at the Society had the virus confirmed. Cobra were now meeting daily and advice may change by Monday if figures increase. Any conference room meetings and bookings would need to be cancelled. MD felt that we may want to ask the HUBS Committee to cancel their meeting in April. Council **AGREED** that for consistency, the NCI workshop on 18 March should also be postponed. [post meeting note – the building is now only open through use of the security guards and all physical meetings to the end of August have been cancelled].

