

Council Meeting

**10 March 2021
12:30-14:30**

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 Nigel Brown	NB
	Professor Claire Wathes	CW
	Professor Caroline Austin	CA
	Professor Sarah-Jayne Blakemore	SJB
	Professor Yvonne Barnett	YB
	Professor Paul Hoskisson	PH
	Professor Stefan Przyborski	SP
	Professor Patricia Kuwabara	PK
	Dr Jacqui Piner	JP
	Dr Louise Leong	LL
	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)	JC
	Dr Laura Marshall, Head of Science Policy (for Paper 7)	LM

1.1 Overall declaration of interests

There were no new declarations of interest.

The President welcomed everyone and congratulated the staff team on recent Parliamentary events including Voice of the Future.

She noted this was the last meeting for 3 people and recorded thanks to – Caroline Austin, Paul Hoskisson and Sarah-Jayne Blakemore for their significant help and contributions during their term of office. All three will formally depart at the AGM and it is hoped they can attend the ad-hoc (strategy discussion) Council meeting scheduled for April.

2. Minutes of the previous meeting held on 9 December 2020

2.1 Review of action points

Many items had been completed or appeared on the agenda. Comments on others were:

Cyber security – the Audit Committee will review our online security arrangements in the autumn and will commission an independent report over the summer.

Accreditation awards – a September date to be confirmed as a Society pilot for returning to physical events. The Government roadmap supports this timeline but will need to be reviewed again nearer the time.

UKRI student funding – we have been in contact with UKRI. The situation remains unclear and LB invited Council to contact her with any issues that may arise. There was some support for putting together messaging on this and recognition that the evolving situation should continue to be reviewed.

JG/MD will be meeting Strategic Partner CEOs/Presidents in April and can discuss this further.

HUBS - HMcQ reported that HUBS are very keen to help with membership recruitment and have asked for boiler plate advertising text or specific examples that may help their staff see where they would fit within RSB. HMcQ is meeting the membership team next week to discuss.

2.2 Matters arising not on the Agenda

None reported.

2.3 Approval of Minutes, reserved business and Web Minutes

All approved.

2.4 Conflicts of interest for items on this agenda

None reported.

Section A: Governance and Risk Management

3. Chief Executive's Report

MD highlighted the scale of ongoing activity including virtual events with parliamentarians, a seminar for early career plant health professionals and consultation responses in areas such as genetic

technologies. RSB were now part of a group seeking to address vaccine hesitancy led by BSI & BPS.

Feedback on the reduction in issues of *The Biologist* from six to four per would continue to be monitored. Membership is holding up and MD felt reasonably comfortable with recruitment and retention levels given current circumstances.

John Barker, editor of the JBE for approximately 25 years, passed away in May 2020 and notification was received from his Estate of a generous legacy left to the Society of approximately £200k. The full sum would appear in the 2020/21 annual accounts. Council recorded their extreme gratitude and agreed to consider how best to use these funds for educational purposes. MD was asked to consider this further and make recommendations in due course. Council also agreed it was appropriate to publicly recognise this gift and perhaps report further in *The Biologist*.

ACTION: MD to propose plans for suitably recognising this gift, and it's use, for Council to consider.

The President reminded Council that another legacy has also been received of approximately £83k which was recorded in financial year 2019/20.

MD asked for Council views on potential changes to future working arrangements for staff, given that many organisations will be working differently in future. Two staff surveys were carried out, in June and December, asking staff how they may wish to work going forward. Given the choice, the results consistently reflected a desire to work from home 2-3 days per week. MD wished to be supportive of this and asked if Council would agree in principle.

Such a decision would leave the building heavily under-utilised, therefore a move towards a hot-desking arrangement and renting desk space to MOs could be considered. If desk space is only required short term, the large Hindle meeting room could be offered. MD had spoken to the landlord, who did not have any objection. Council members raised questions around desk security and hygiene. MD confirmed that a clean desk policy would be introduced, along with providing staff lockers to securely store items overnight. Any MOs renting desk space would use the guest wifi, their own mobiles for telephony and sharing print facilities. Meeting rooms would be available to book at a discounted rate.

Council were supportive and **AGREED** that the RemCom & HR Committee should consider the detail and sign off as an HR led issue at their meeting on 23 March.

Decision: RemCom to be given delegated authority to agree details of new staff working arrangements and hot-desking if required.

4. Health & Safety

Mark Leach (ML) has taken on responsibility of Health & Safety Officer and will be collating Health & Safety Policies to create a manual. All staff had been asked to complete a new display screen assessment. A full risk assessment will be carried out before staff return to the office.

ML raised the question of whether we should have a policy on COVID vaccinations for staff/visitors. Council felt that testing will become more prevalent and we should encourage vaccination. It was clearly a critical area for staff and future events and should be kept under close review, including

the response across the sector and within sister organisations. This can be a matter for RemCom to review.

5. Nominations Committee update

At their last meeting, the Nominations Committee had agreed an open call for President nominations. A good list of candidates had been collated. There is a desire to have a President-elect in place for the May AGM and for them to shadow over the next year. Time constraints may be an issue for many of the nominees but a successful outcome was anticipated.

The Trustee nominations process had closed that morning and an ESP Chair candidate had been identified and will be interviewed in due course.

The President thanked RR for his work on this.

6. Training review

Council had previously requested a training review following recent financial constraints. Under the previous provision, some courses had been popular and well attended, whilst others struggled to achieve viability. A training review group had been formed, with their initial meeting held in December, followed by further discussion in February to agree a paper, with feed in from Professor David Coates given his accreditation role. The group looked at whether RSB's portfolio should focus on bio-specific courses or also include 'soft' courses such as unconscious bias, which are run by many providers. On balance, they recommended a more biology-focussed portfolio; retaining the Industry and Technician Skills Certificates; and developing the delivery platforms further, alongside wider involvement of our Fellows and Members in the development of the training programme.

Council **AGREED** the key criteria and general direction of the training review.

7. Shadow Council

Laura Marshall (LM) joined for this item and CA set out potential options to achieve an objective of increased diversity of views and input into the governance systems of the Society. The paper proposed giving individuals the opportunity to shadow two meetings before deciding if they wish to be involved. A shadowing scheme could take many forms and all required investment of staff time and other resource. Mentoring (up and down) was certainly one option that had attractions and Council supported this approach in principle.

Council **AGREED** on the direction of travel, noting that for two-way mentoring, clear written guidance is required on confidentiality, along with communication of a 'no fault' basis. Before consider this shadow scheme and potential alternatives, the RSB staff team were asked to review the resource requirements.

8. Audit Committee report

Rodney Eastwood (RE), the Chair of the Audit Committee, joined the meeting for this item and provided a report. The Audit Committee (AC) meet twice a year, with the main responsibility of overseeing compliance Audit requirements and reviewing the work and recommendations of the external auditors – haysmacintyre. Risk registers are reviewed at each meeting and they had recently gone through a list of policies relevant to the AC.

AC had considered a staff paper proposing an environmental audit of the Society's own impact, resulting in a proposal to establish a working group that could report back to both this Committee and Council. MD had agreed to take this forward and Council **AGREED**.

RE noted the request from Council to review cyber security on a 3-5 year cycle. MD and RE would work jointly on this.

9. Review of auditors' report

The report from the external auditors had been received for 2019-2020 and considered by the committee. RE noted it was "reassuringly uneventful", containing no new recommendations for the current year.

The Committee were happy to report that the accounts were a true and accurate record of the financial activities for the last financial year. Haysmacintyre have been RSB auditors since 2017 and, although we are happy with the service provided, we may need to re-tender at some point in the future.

The President thanked and congratulated RE, the AC and the Finance team.

Section B: Strategy and Finance

10. Financial Planning

10.1 Review of 2019/20 annual accounts and going concern

PB noted that Finance Committee had also reviewed the draft accounts for 2019-20. The final year outturn was considerably better than budget, with a reduction in the anticipated deficit of around £200k. This reflected both the impact of the pandemic and the previously agreed cost reduction strategy. Cash flow had remained strong throughout the year, closely tracking the predicted position. This trend had continued in Q1 of FY 2020-21 and cash flow to March 2022 remained good. As such it was clear the Society remained a concern. MD noted that the new legacy of approximately £200k, recently notified, did not (and should not) form part of the 2019-20 figures but that it was appropriate to add in a note of its "receipt" as a post Balance Sheet event. Council **AGREED**.

Council **AGREED** the annual accounts (with MD's amendment) and that the Society is a going concern. The accounts will be signed off electronically.

10.2 Finance Committee Meeting of 3 March 2021

Finance Committee (FC) met the previous week and PB thanked everyone for turning the minutes around ahead of the Council meeting.

PB had previously reported on a recommendation to delay moving the RSB's CCLA investment to an ethical fund until a reduced cost transfer offer materialised. This was now expected to be 2 July 2021 and the entire portfolio is planned to be transferred at this time.

The latest pension valuation continued to be an area of concern and PB noted that the valuation had been carried out without fully consulting the Society, and totalled £780k: there needed to be closer dialogue in the future and he had offered to become a pension trustee to input the employer view, or attend as an observer. The pension trustees welcomed this offer.

The valuation had been carried out in March 2020, being the nadir of asset valuation during the pandemic. PB and MD had argued that, given the extraordinary circumstances the valuation of the assets should be from a later date. Pension trustees were persuaded this was appropriate and a date of 31 March 2021 was agreed.

There was also a willingness to bring the maximum commutation rate much closer to the legal maximum of 25% from the currently restrictive 8%. Indeed, pensioners should have been able to take more than 8% for many years following a change to the law. It remains the responsibility of the pension fund trustees to communicate with those who have already taken their pension. Overall it is hoped these changes will lead to a reduction in the deficit of around £400k, paving the way for an annual repayment schedule of around £50k per annum for (circa) five years. The President thanked everyone involved in achieving a workable solution.

10.3 Q1 report

MD highlighted that it is still early days but everything is on track, with income slightly up and expenditure down. There is more actual cash each month than forecast and the legacy will further positively impact these figures. Council noted the positive Q1 position.

Section C: Reports to Council

These papers were primarily for information and were not intended for discussion unless specific questions were raised, usually prior to the meeting.

11. Progress Reports

11.1 ESP meeting held on 18 February 2021

Council received the paper for information and repeated thanks to SJB for all her help as she approaches the end of her term as Chair.

11.2 Policy and Public Affairs Directorate

Council received the paper for information.

11.3 Membership, Regions and Events

Council received the paper for information. ML added that membership numbers are holding up and recruitment would be closely monitored. ML/RR will be discussing ways to attract a more diverse range of applicants, including more women at Fellowship level at the next MPA Committee meeting in April.

12. Any other business

Council **AGREED** NB's proposal to amend the governance structure of the branches working group to ensure every branch is represented rather than relying on a sub-set.

MD flagged that as we are in the final year of the current three-year plan, an ad hoc Council meeting will be held towards the end of April, focussed solely on the future strategy, with a view to developing a skeleton draft report to Council in June. Papers will be collated following discussions with staff and SMT and MD asked Council members to consider one thing critical to the organisation, along with one activity we could stop (or start) doing – by email in advance of the meeting if possible. The President reiterated that everyone was welcome to attend the ad hoc meeting, including those whose term of office finishes at the May AGM.

Action: Council members to email MD ahead of the ad hoc meeting with a critical item for the Society, along with one that could cease/start



Signed electronically 9 June 2021