

Redacted Minutes of Council Meeting
7th October 2009

Present

Members of the Society of Biology's (former Institute of Biology's) Council

Professor Raymond Dwek (President)
Professor David Coates (former Vice President of the Institute)
Mr Alan Johnston (Honorary Treasurer)
Ms Liz Lakin (former Vice President of the Institute)
Dr William Marshall (Honorary Secretary)
Dr Patrick Naughton
Dr Michael Tribe

Members of the Interim Council to be co-opted on to the Society of Biology's Council:

Dr Aileen Allsop
Professor Julia Buckingham
Dr Pat Goodwin
Professor Malcolm Press

Observers

Mr Ken Allen (Interim CEO, Society of Biology)
Dr Mark Downs (incoming CEO)
Dr Chris Kirk (Biochemical Society)
Professor Alan Malcolm (Senior Scientific Adviser, Society of Biology)
Dr Emma Southern (Strategy and Operations, Society of Biology)
Ms Sue Thorn (incoming Chair of the Society of Biology Membership, Marketing and Communications Committee)

Chairs of the Meeting

Professor Raymond Dwek
Professor Dame Nancy Rothwell (from note 9)

Apologies

Members of the Interim Council to be co-opted to the Society's Council

Professor Keith Gull
Professor Martin Humphries
Professor Sir David Read

Observers

Professor Robert Freedman (incoming Chairman of the Society of Biology Education, Training and Policy Committee)
Professor Peter Downes
Mr Tim Brigstocke
Professor Christine Foyer

1. **Minutes of the Institute of Biology Council meeting held on Wednesday 22 April 2009** were approved as a correct record.
2. **Management and other staff changes** The Search Committee had recommended the appointment of Dr Mark Downs to be CEO with effect from 1st November 2009. Council expressed its approval of this recommendation and all present extended a warm welcome to Dr Downs. Staff changes were reported.
3. **Chief Scientific Adviser's report** This document was noted. Alan Malcolm (AM) outlined the proposed venue for the formal launch of the Society, which would take place on 25 March 2010.
4. **Interim Council** A summary of the activities and recommendations of the Interim Council at meetings held on 23rd July, 12th August and 11th September had been circulated with the agenda. The new Charter and By-Laws were noted.

5. **Finances** Alan Johnston (AJ) presented a summary of the Q3 results. These were broadly in line with budget. AJ also reported on the (closed) final salary pension scheme. He stressed that: the Society had a balanced budget for the year ahead; that it had no significant debts; that it had adequate working capital in hand and that the pensions issue was currently under control. Raymond Dwek thanked AJ for his careful stewardship of the organisation's finances during his years as Honorary Treasurer.
6. **Reports from Boards**
- a. **Science Policy & the Affiliated Societies** This was tabled: there was no discussion.
- b. **Professional Affairs**
Membership and Marketing Ken Allen (KA) spoke to Jon Kudlick's report and emphasised the positive trends in membership recruitment.
Branches KA stressed the importance of a vigorous branch structure to Council.
 KA reported that the Society's new regulations allowed for the establishment of Special Interest Groups; these would be structured like (and have similar financial accountability as) Branches, but would have a national rather than regional focus. He proposed that the Natural Capital Initiative and UK Biology Competitions would be constituted in this way. Laura Bellingan would provide administrative support to the former, Rachel Forsyth to the latter. Council approved these suggestions.
- c. **Education and Training**
 Liz Lakin emphasised the increasing momentum in the programme to approve and accredit university courses, which owed much to the input of Aileen Allsop.
British Biology Olympiad KA reported that agreement had been reached with the British Biology Olympiad and Biology Challenge to constitute them together as a Special Interest Group of the Society, which would report to the Education, Training and Policy Committee. Raymond Dwek commended the success of these competitions in raising the profile of biology in schools.
7. **Election of Members and Fellows** Council approved the election of new Members and Fellows as tabled.
8. **Appointment of Officers, resignations from and co-options to Council**

Council approved the following changes to the membership of Council:

Appointments

President	Professor Dame Nancy Rothwell
Honorary Secretary	Professor David Coates
Honorary Treasurer	Dr William Marshall

Co-options (members elected by the Biosciences Federation)

Professor Julia Buckingham
 Dr Pat Goodwin
 Professor Keith Gull

Co-option (member elected by the Institute of Biology)

Mr Ken Allen (from 1st November)*

Co-options (members appointed by elected members)

Dr Aileen Allsop
 Professor Martin Humphries
 Professor Malcolm Press
 Professor Sir David Read

Resignations

Mr Tim Brigstocke
 Professor Raymond Dwek
 Professor Christine Foyer
 Mr Alan Johnston
 Dr Patrick Naughton
 Professor Val Randall

Dr Michael Tribe

*The Charity Commission had been informed that Ken Allen will be stepping down as Interim CEO on 31 October and had no objection to his being appointed a trustee of the Society.

William Marshall noted that the co-opted members would be formally elected to Council at the next AGM.

Nancy Rothwell (NR) joined the meeting at this point and thanked Raymond Dwek and former members of Council for their input to the former loB's governance and affairs during the tenure of their membership. RD thanked NR and wished her, the new Council and the Society well.

9. **Observers at Council meetings** NR informed Council that Ms Sue Thorn would be the Chair of the Society's Membership, Marketing and Communications Committee and, in this capacity, would be attending this and future meetings of Council as an observer. NR explained that Dr Chris Kirk (CK) had previously attended meetings of the Interim Council as an observer, to share his skills and experience of the governance of learned societies. Council agreed that observers should be invited to attend Council meetings on the understanding that they would do so as individuals with particular skill sets, not as representatives of Member Organisations. It was agreed that CK should be invited to attend as an observer for a fixed period of 6 months.
10. **Legal position** KA stated that the legal process had been completed in terms of notification at the bank and staff changes, and that the Transfer of Assets agreement had been advised on and reviewed by the lawyers, Bircham Dyson and Bell. Alan Malcolm added that he had requested an update on the status of the application for the title of 'Royal'. KA explained that David Coates and William Marshall had been appointed as Directors of the two subsidiary companies of the former loB (Biology UK Ltd and the trading company, Biology Services Ltd).
11. **Regulations** Council noted the documents detailing the Society's regulations that had been prepared and circulated by David Coates in advance of the meeting. Subject to one amendment, Council agreed to approve and adopt the Regulations presented.
12. **Election of Chairs of Colleges and appointment of Chairs and members of committees**
Election of Chairs of Colleges Emma Southern explained the processes required for the nomination and voting for a Chair of the College of Individual Members (CIM) and Chair of the College of Member Organisations (CMO).
Appointment of Chairs and members of committees NR informed Council that Sue Thorn would be Chair of the Society's Membership, Marketing and Communications Committee. Professor Robert Freedman would be Chair of the Education, Training and Policy Committee.
13. **Transfer of assets and responsibilities** Council stated their approval of the document, and their agreement that it be signed as required.
14. **Strategy for the Society of Biology**
 - a. **Business Plan** KA reported that the Business Plan was now in the public domain.
 - b. **New projects** NR suggested that new projects initiated by the Society of Biology could be: accreditation of university biological science courses – this project is already underway; biology teaching in schools, as a policy issue; improving links with universities, via Branches and through individual representatives of the Society. Malcolm Press suggested student employability as a project that would have relevance to the membership, as a policy issue and to employers.
 - c. **BSF Council** NR reported that the last meeting of BSF Council, held on the 9th September, had been a good meeting. Council noted the reports from the BSF Committees. Council agreed that a summary of this and future Council meetings, and of Committee meetings, should be written and made available on the Society's website.
15. **Plans for event(s) to celebrate launch of the Society of Biology** Sir Ralph Kohn has offered to sponsor the launch event, 25th March. Attendance will be by invitation only. The first AGM will be held on the 8th April, and will include a guest speaker.

16. **Communications, branding and web site** KA reported that the Society's website had been launched on 1st October, along with new email addresses. New literature had been produced and sent to all Branches. A Style Guide detailing the use of corporate identity had also been distributed to staff and Branches.
17. **Membership and regional issues** KA informed Council that he felt the Branches and regions were supportive of the Society, and that he had been invited to speak at a number of Branch events.
18. **Financial issues** WM reiterated the points that AJ had made in his report.
19. **Educational issues** LL informed Council that the recognition of degree and training programmes is the first stage of the Accreditation process.
20. **Location update** NR said that she felt a move to the new premises (secured by the Biochemical Society, Society for Endocrinology and Society for Experimental Biology) would be important.

Date of next meeting: 11th November 2009.

**Redacted minutes of Council Meeting
11th November 2009**

Present Members of Council: Mr Ken Allen, Professor Julia Buckingham, Professor Pete Downs, Dr Pat Goodwin, Professor Martin Humphries, Ms Liz Lakin, Dr William Marshall (Hon Treasurer), Professor Dame Nancy Rothwell (President and Chair of the meeting). Observers: Dr Mark Downs (Chief Executive), Professor Robert Freedman (Chair, Education, Training and Policy Committee), Ms Sue Thorn (Chair, Membership, Marketing and Communications Committee)

Apologies Professor David Coates (Honorary Secretary), Professor Keith Gull, Dr Chris Kirk (observer), Dr Emma Southern (minutes secretary)

1. Minutes of the previous meeting were agreed, subject to minor amendments
2. The Chief Executive's report included the following points:
 - a satisfactory outcome of staff role changes occurring as a result of the restructuring,
 - that he intended to undertake a review of the financial management of the organisation,
 - an external consultant has been contracted to lead with regard to Qualified Persons, with administrative help being provided in house.

Council agrees that Mark Downs attend to media enquiries personally, taking advice from members of Council or others as necessary.

3. **Financial report.** William Marshall (WM) presented a summary of the Society's (former Institute's) year end results; he reminded Council that the organisation had an annual turnover of approx. £1.5m and that approx. 70% of income was provided by members' subscriptions. Of particular note were the following:
 - this had been an unusual year, with an exceptional payment having been made to the pension fund and a reduction in the value of 9 Red Lion Court as a consequence of the triennial valuation.
 - exceptional expenditure had included the costs of the integration with the Biosciences Federation, redundancy payments and the employment of an Interim Chief Executive
 - the total income from membership subscriptions was close to budget and there had been a net increase in the number of members in the last quarter of the year. However, he pointed out that 36.9% of members are in the 51-65 age-group, with 25.2% <50 and 10% >75, figures that posed a considerable threat to total membership income in the medium term.
 - WM reminded members of Council to complete register of interests forms, and of the considerable savings that could be made on travel expenses if travel is booked in advance and/or booked (in the case of Virgin Trains) using Charity Line (with which the Society was registered).
4. **Education, Training and Policy** Robert Freedman reported that
 - he had asked members of Council and the Membership Organisations to suggest individuals to become members of the ETP committee. He would select eight from these, covering an appropriate range of interests and experience, and planned to hold a first meeting in January.
 - the respective committees of the former Institute and BSF had met separately and then in joint session at the end of October, and had agreed five priorities for the new committee:
 - educational policy

- competitions
 - outreach activities, including science festivals
 - learning support material, including the practical biology web site
 - accreditation of degrees, chartered status and CPD.
- a group of 12 people had met recently to discuss the Research Excellence Framework (REF). Council agreed that it was important that the Society formally responded by the deadline of 16 December 2009. Staff member Laura Bellingan was writing a draft report that would be presented at the next meeting of Council.
 - Liz Lakin (LL) reported that a workshop had recently been organised by the Society to discuss the accreditation of degrees. Fifty four delegates had attended, mainly from universities. The atmosphere had been positive. Nancy Rothwell (NR) commented that the Office of Life Sciences had agreed that the Society should take the lead on this for biology-related degrees. Key issues that had been identified at the meeting or which arose during the ensuing discussion were:
 - the importance of identifying key skills
 - implementation
 - maintaining a light touch, so that the process would not be unacceptably onerous, with emphasis on skills rather than knowledge, aligned to the needs of industry in general and not just pharma, and encouraging innovation
 - funding should be sought.

5. **Membership, Marketing and Communications** Sue Thorn (ST) spoke to a summary paper. She had identified three major issues:

- a need for better data on the membership, including profiles
- increased recruitment of individual members
- retention of organisational members and their involvement in the Society.

Other matters included:

- identification of contributors on policy statements
- it was technically necessary for Member Organisations to resign from the BSF and join the Society
- Mark Downs (MD) and ST were continuing to look at the *Biologist* and *Journal of Biological Education* to discuss outsourcing of their production
- Ken Allen (KA) stated that he would serve as Regional Branches Coordinator for a further six months
- ST envisaged that much of the work relating to membership, marketing and communications would be pursued through the use of short term working groups and task forces
- ST emphasised the importance of recruiting new members and encouraged members of Council to be proactive in this regard
- Staff member Jon Kudlick was working to improve the range of services that could be offered to members

6. **Election of Chairs of Colleges**

Calls for nominations for the Chair of the College of Individual Members would be included in the next issue of *Biologist*. Emma Southern is to write to Membership Organisations to seek nominations.

7. **Strategy and Priorities for the Society** Council confirmed the following as priorities for future activities:

- teaching practical biology skills; LL agreed to write a scoping document
- the impact of biology on society.
- Preparation for a General Election

Council agreed that a half day meeting should be held specifically to discuss this item further.

8. **Official Launch of the Society** will take place at Fishmongers' Hall, London, on 25 March 2010. KA expressed the hope that it would be possible to invite senior members of the Society's branches.
9. **Any other Business**
 - MD undertook to draw up a list of biology-related awards and competition prizes.
 - KA reported that there had been no progress on the conferment of the title 'Royal'. The President undertook to speak to Lord Sainsbury about this.
 - JB said that she would represent the Society on the Royal Society Athena Forum.
10. **Date of Next Meeting:** 7th December 2009

**Redacted minutes of Council Meeting
7th December 2009**

Present Members of Council: Mr Ken Allen, Professor David Coates (Honorary Secretary), Professor Pete Downes (by phone), Professor Keith Gull, Ms Liz Lakin, Dr William Marshall (Honorary Treasurer), Professor Dame Nancy Rothwell, (President and Chair). Observers: Dr Mark Downs (Chief Executive) Professor Robert Freedman (Chairman, Education, Training and Policy Committee), Dr Chris Kirk (observer)

Apologies Professor Julia Buckingham, Dr Pat Goodwin, Professor David Reed, Professor Martin Humphries and Ms Sue Thorn (Chair, Membership, Marketing and Communications Committee)

The meeting not being quorate, all decisions were held over for confirmation at the next quorate Council meeting.

1. **Minutes of previous meeting** were agreed, subject to minor amendments, to be a correct record.
2. **Chief Executive's report** Mark Downs (MD) reported that since the last Council meeting he had met with a number of our Member Organisations, attended two Branch meetings, and attended the Science Communication Awards. He had also attended a photography competition celebrating the year of Darwin, with the awards presented by Steve Jones, and had meetings with IChemE, RSC, the chair of pension trustees, auditors, insurance advisors and Clive Page of the Animal Sciences Group. MD also raised some issues of importance to Council, and to note that the auditors had signed off the financial reports as a true reflection of the current financial situation and future plans.
3. **Financial Report** William Marshall (WM) explained that the annual report and accounts related mainly to the activities of the former Institute of Biology, and did not include the anticipated closing balance of the Biosciences Federation. When certain exceptional costs were allowed for, the position was better than budgeted. The Annual Trustees' Report and Financial Statements were adopted by Council subject to correction of minor amendments. The President thanked and congratulated Ken Allen for his work as Interim Chief Executive.
4. **Subsidiary company reports.** Council approved the reports of the two subsidiary companies. Biology Limited and IoB Services Limited. Council recommended that the name of the latter be changed to 'Society of Biology Services Limited'.
5. **Reserves Policy** WM explained that the Charity Commission required amounts retained on the balance sheet to be specifically allocated. Council approved the suggestion that the Society should adopt the same reserves policy as previously used by the IoB, and should work towards increasing the reserves to meet the set target.
6. **Finance Committee** The minutes of the meeting of the Finance Committee held on 19 November 2009 were noted. Council agreed that it was desirable that an Audit Committee be established, and that it was important that it included appropriately qualified external representatives.
7. **Finance Committee Future Proposals** A paper prepared by WM and MD was presented and discussed. WM proposed that a subgroup of Council be constituted as the Finance Committee: this would meet to discuss the Annual Report and Financial Statements in detail immediately before the

meeting of Council following the year end. The success of this initiative would be reviewed by the Audit Committee after one year. Council members were unanimous in their support of these proposals.

8. **Forecast 2009-2010** MD presented this document. He noted that six weeks into the financial year it was too early to forecast anything significantly different to budget. He emphasised the importance of increasing the subscription income through increasing the numbers of *individual* members and *organisational* members.
9. **Strategies, priorities and quick wins** Three areas were proposed at the last Council meeting: Practical Biology, The Impact of Biology, General Election. Accreditation needed to be added to this. The President proposed a strategy meeting be arranged to help flesh out the detail of the agenda for the next 12-18 months. Council unanimously agreed this.
10. **Society of Biology launch** David Attenborough has accepted an invitation to attend. Sir Paul Nurse will be the principle speaker, with the title 'The Future of Biology'. It was suggested that the winner of the New Researcher category of the Science Communication Award be asked to give a 10 min presentation.
11. **Special Interest Groups - draft constitutions/terms of reference** Ken Allen spoke to this item and asked for comments on the document that he had prepared to be sent to him. Council noted that this is an ongoing process.
12. **Education, Training and Policy Committee update** Professor Freedman provided an update. Six of the nine identified potential members of the new ETP committee have accepted membership with some still being followed up; there is as yet no industry representative.
13. **Draft Research Excellence Framework consultation response** A group met four weeks ago, and the final response is nearly ready.
14. **Accreditation of Life Sciences Programmes** Liz Lakin reported on the outcome from a workshop held on 30th October to investigate the possibilities of an accreditation process for biology-related courses at universities and colleges in the UK. A smaller, more focussed meeting is to be held to further discuss the outcomes from the workshop and an on-line survey will be used to gather further views. This will be used to feedback to the Office of Life Sciences.
15. **Biology Competitions** A list of current bioscience awards was accepted for information.
16. **Membership, Marketing and Communications Committee update** A list of current member organisations was accepted for information. In the absence of Sue Thorn, there was no formal report. MD reported that individual membership was doing well with the highest number of new applicants for five years. A significant number were student applicants.
17. **Other (previously BSF or IoB) committees: status and future requirements** It was agreed that the current status and remits of committees that existed under the BSF and IoB would be passed to Committee Chairmen for incorporation into their purviews.
18. **AoB** Council approved the proposed changes to signatories on the bank mandates. All trustees who had not yet done so were urged to return their Register of Interests (electronically). They are also required to sign a Charity Trustees Declaration.

Date of next meeting – to be confirmed.