

## Minutes of the 105th Annual General Meeting of the Biochemical Society

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Wednesday, 6 July 2016 at 15:30

Charles Darwin House, 12 Roger Street, London WC1N 2JU

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### In attendance:

David Baulcombe*	President (Chair of AGM)
Steve Busby*	Chair, Executive Committee
Anne Dell*	Vice-Chair, Executive Committee
Robert Beynon*	Chair, Education, Training and Public Engagement Committee
Colin Bingle	Editor in Chief, <i>Biochemical Society Transactions</i>
Jeremy Brown	Elected Member of Council
David Carling*	Chair, <i>Biochemical Journal</i> Editorial Board
Eoin Fleming	Chair, Irish Area Section
Robert Freedman	Member
Sheila Graham*	Honorary Meetings Secretary
Sanmuganathan Kasinathan	Member
John Lagnado	Member
Fraser MacMillan	Basic Bioscience Theme Panel, Research Area Lead
Mary McCaffrey	Elected Member of Council
Maria O'Connell	Basic Bioscience Theme Panel, Research Area Lead
David Pye	Chair, Policy Committee
Richard Reece*	Chair, PPL Board
Freddie Theodoulou	Science Editor, <i>The Biochemist</i>
David Timson	Elected Member of Council
Nicholas Watmough*	Honorary Treasurer

### Voting in absentia having passed proxy to the President:

Nicola Gray*	Honorary Meetings Secretary
Jeremy Carlton	Basic Bioscience Theme Panel, Research Area Lead
Jim Caunt	Basic Bioscience Theme Panel, Research Area Lead
Chris Cooper	Member
J. Malcolm East	Member, Audit Committee
Colin Kleanthous	Member
Ron Laskey	Member
Michelle West	Basic Bioscience Theme Panel, Research Area Lead

### In attendance:

Kate Baillie	Chief Executive (CEO) Biochemical Society and Managing Director of Portland Press Ltd
John Misselbrook	Deputy CEO and Director of Finance (DCEO)
Claire Dowbekin	Head of Sales and Marketing

Adam Hughes	Head of Group Projects and Governance
Niamh O'Connor	Director of Publishing
Hannah Russell	Head of Education and Training
Elsa Montes	Acting Head of Scientific Meetings
Laura Woodland	Head of Membership Engagement
Anna Labuz	Management Accountant
Zoe Halbert	Executive Assistant

*(Attendees marked with an '\*' are also Trustees of the Biochemical Society)*

**The meeting started with a one minute of silence to commemorate those members who had died since 1 December 2015.**

### **16/01 Minutes of the 104<sup>th</sup> Annual General Meeting (Tuesday, 1 December)**

The Chair opened the floor to comments on the *Minutes of the 104<sup>th</sup> Annual General Meeting of the Biochemical Society*.

No comments or errors were noted. The membership **approved** the proposal to accept the minutes as a true and accurate account of the meeting.

### **16/02 Update of Society activities and achievements**

The CEO gave an update on the Society's activities. This was presented in parallel with the publication *Biochemical Society review: July 2014 – December 2015* (included as an appendix to this document).

- **Membership.** The Society's membership numbers remained stable, with 7,008 members at the time of the meeting. The Society had 102 Local Ambassadors spread across 20 countries, and was also developing a complementary Student Ambassadors scheme, to help engage with student members, which would be rolled out in the autumn.

The Society had awarded £270,000 in grants between July 2014 and December 2015. In addition, three new awards had been introduced for 2018 (Teaching Excellence Award; International Award; Industry and Academic Collaboration Award); nominations would open for these awards in August.

The Society remained committed to fostering diversity and had supported a second Daphne Jackson Fellowship, as well as running an Athena SWAN Biosciences best practice event in collaboration with other learned societies at Charles Darwin House. Professor Anne Dell had been appointed as the Biochemical Society's Diversity Champion.

An Industry Advisory Panel had been established to support the Society's Industry Strategy, which aimed to engage with biochemists working in industry. A new STEM Insight scheme – Insight into Industry – had been launched in February, offering teacher placements at the employers Syngenta, Lilly, and Biocatalysts.

- **Meetings.** In the period July 2014 – December 2015, the Society’s meetings programme had included 35 conferences, 62 days of science, with 372 speakers and over 2,000 delegates.

The Meetings Board had been restructured, with three newly formed Theme Panels (Basic Bioscience; Clinical and Translational Research; and Training).

There had been a 30% increase in funding from external sources in 2015, reflecting a more proactive approach to securing sponsorship, with many of the Society ‘s events now breaking even.

- **Policy.** The Society continued to channel its expertise into consultation responses through the Royal Society of Biology (RSB). A survey of the membership had been conducted regarding the EU referendum, the results of which had been published on the website following the referendum result, along with a statement. The Society had been represented at the Parliamentary Links Day which had focussed on ‘Science After the Referendum’. The Society continued to be a part of the Learned Society Partnership on Antimicrobial Resistance (LeSPAR).
- **Education.** As part of its strategy, the Society had refocused its educational activities away from the school age audience to the post-15 audience, focusing particularly on students and early career researchers.

The Society’s resource for secondary school students, Sciberbrain, had been rebranded. Public Engagement activities had been developed into kit form, so that they could be used at science festivals, as well as by teachers and members running their own events.

In collaboration with the University of East Anglia and FutureLearn, the Society had produced a Massive Open Online Course (MOOC), ‘Introduction to Biochemistry’, which had received 6,500 registrations. The online course had been aimed at 15-19 year olds, although had also engaged many adults.

The Society had held training workshops for Early Career Researchers to provide hands-on experience in key areas of molecular bioscience, including Quantitative Proteomics, Protein Modelling and Structure-Based Function Prediction, and De-mystifying X-ray Data Processing in Macromolecular Crystallography.

A series of Open Access special issues of *Essays in Biochemistry* had been published, targeted at students and teachers, with more issues in production.

The Society had joined the Science Council as a full member, and would be working to offer professional registration to its members through co-licensing with the Royal Society of Biology.

Two of the teachers that had participated in the Society’s STEM Insight schemes had been nominated for the Further Education Science Award at the Annual Project Enthuse Celebration Awards. Ursula Lowe who had completed a placement at the University of Cambridge had won the award.

- **Publishing.** The Society's trading subsidiary, Portland Press Ltd, would be launching two new journals, *Emerging Topics in Life Sciences* and *Neuronal Signaling* (for which the Editor-in-Chief, Professor Aideen Sullivan at University College Cork, had been appointed).

The strategy for *The Biochemist* was being reviewed to develop an improved online offering, in order to ensure that it continues to engage both the membership and the wider community. *Biochemical Society Transactions* was also being repositioned, with a new Editorial Board in place to implement a more robust peer-review process for all submissions, led by Professor Colin Bingle.

Substantial investments had been made to review the business' processes and systems, and the CEO reported that since the implementation of a new journal hosting platform – HighWire – downloads had increased by 80% across the portfolio. Since the start of the year, there had also been an 11% increase in submissions, reflecting the impact of new commissioning activities, and a 36% increase in Open Access publications across the portfolio (especially in *Bioscience Reports*, with double the number of publications compared to the same period in 2015).

In April, Portland Press had published a virtual collection in collaboration with the British Pharmacological Society and The Physiological Society, highlighting key themes in the life sciences.

The CEO thanked the staff of the Society, its Trustees and Committee officers for their hard work to realize the Society's objectives.

### **16/03 Biochemical Society Governance Review**

Richard Reece presented a report on the recommendations of the Governance Review, on behalf of the project's Working Party. The Members would later be requested to vote on a Special Resolution either to accept or reject the recommendations presented.

The need for a review of the Society's Governance structures had been identified in the Biochemical Society Five Year (2013) and Three Year (2015) strategies. The process of the Review was outlined as follows:

- 1) A **research phase** had been undertaken, including a comprehensive review of the Society's governing documents, policies and procedures (*Memorandum and Articles of Association*; By-Laws; Terms of Reference; and codes of conduct). These had also been reviewed against the documentation, policies and procedures of other learned societies, and against industry body recognised best practice. Members of the Executive Committee were interviewed to evaluate the effectiveness of the Society's governance. All other committee members were surveyed by online questionnaire. The process was quality assured by an external consultant, BDO.
- 2) The **final proposals** put forward by the working party had been reported to the Membership prior to the AGM (as of 9 June 2016), and would be voted upon by the Members later in the meeting.

- 3) If accepted by the Members, it was anticipated that the **implementation** of the recommendations would take six to eight months.

A number of key recommendations of the Governance Review were summarized, with all members referred back to the full proposals report available to all members from 9 June 2016. A **Council of Trustees** would be implemented. This would be responsible for the overall Strategy of the Society and would meet between 3-4 times annually. The **Executive Management Committee** would be constituted. This would be responsible for implementation of strategy and would therefore be an operational committee, meeting monthly.

A **Scientific Activities Committee** would be constituted, which would be responsible for establishing the Biochemical Society Strategy for the Molecular Biosciences. This would be chaired by the President and reported into by three committees: Conferences Committee; Education, Training and Public Engagement Committee; and Publications Committee).

There would be two 'senior Trustee' positions in the Society's governance, as opposed to three. These would be the President (Chair of the Council of Trustees) and the Chair (Chair of the Executive Management Committee). Both positions would carry a five-year term of office. A new nominations process would be implemented for all positions, in order to increase the transparency of elections to vacant positions.

It was noted that a number of the recommendations would require amendments to the Society's Memorandum and Articles of Association, by which it was legally constituted.

The Members were asked to pass the following amendments to the *Memorandum and Articles of Association* by Special Resolution:

- The implementation of the Council of Trustees
- The implementation of the Executive Management Committee
- The implementation of the amended Audit Committee
- The implementation of the revised role of President
- The implementation of the revised role of Chair
- The implementation of the new role of Honorary Policy Officer
- The implementation of the new role of Local Ambassador Representative
- The implementation of the new role of Student/Early Career Member Representative
- The implementation of the new roles of Balance Member of Council of Trustees
- The implementation of the new role Lay Member of Executive Management Committee

The Chair put the special resolution to accept the proposed new *Articles of Association* to the membership. It was noted that prior to the meeting 8 members had submitted their votes via the appropriate 'proxy form' and the President would be voting in their stead (a full list can be found at the head of this document).

The motion to accept the special resolution was proposed by David Baulcombe and seconded by Richard Reece. The motion was **carried** by unanimous agreement of those members voting, either in person or via proxy. A full breakdown of the voting figures is as below:

<b>Approve adoption of new <i>Articles of Association</i></b>		<b>Reject adoption of new <i>Articles of Association</i></b>	
Present	<i>via Proxy</i>	Present	<i>Via Proxy</i>
20	8	0	0

The Annual General Meeting being quorate the Special Resolution was duly passed and notification would be submitted to the relevant regulatory bodies (e.g. Companies House and the Charity Commission).

The Chair thanked the Working Party for a thorough review and to the Head of Group Projects and Governance (Adam Hughes) in particular for the work carried on this project. This vote of thanks was seconded by the Chair of the Executive Committee (Steve Busby).

#### **16/04 Chair's comments**

The Chair noted that the Society was facing a number of challenges: these were due to economic conditions, such that the availability of funding for UK research had diminished; uncertainty in the publishing environment due to emergent business models; and Britain's recent decision to withdraw from the European Union following the Referendum.

Portland Press Ltd, the Society's publishing subsidiary, was responding proactively to emerging market trends; in addition, by working alongside the RSB, the Society was in a good position to lobby UK parliament and influence the important upcoming changes to the UK's relationship with the EU. Therefore, the Chair noted that he was confident that the Society was well placed to react to, and capitalize upon, these changes.

The Chair proposed a vote of thanks to the staff of the Biochemical Society for their continuing hard work. The motion was **carried** by a majority vote of those in attendance.

#### **16/05 Update on Biochemical Society Finances**

The Honorary Treasurer gave an update on the Finances of the Society, with thanks to John Misselbrook (Deputy CEO and Director of Finance) and Anna Labuz (Management Accountant) for their hard work and support.

The Society had realigned its financial year to the calendar year, which had resulted in a six-month transitional reporting period between 1 July 2015 and 31 December 2016. The Honorary Treasurer noted that it was reassuring to see that the both the Society's income and its expenditure for the six-month reporting period had represented 50% of the previous twelve months, demonstrating that the Group was operating in a relatively steady financial situation.

The majority of the Society's income continued to be derived from the publishing activities of its fully owned trading subsidiary, Portland Press Ltd. Other smaller income streams came from membership, scientific conferences, and investment income. Of all income, 42% had been spent on member-facing activities.

The Honorary Treasurer noted that the Society's investments had been underperforming; the decision had therefore been made to review the management of the investment portfolio.

The Honorary Treasurer noted that the Society's reserves policy had been amended. The new policy was to maintain free reserves representative of 12 months' committed expenditure, with lower and upper bounds of 6-18 months; this would allow sufficient warning should the Society's income streams begin to diminish, while discouraging the unnecessary accumulation of funds. At the time of the meeting, the Society's free reserves represented approximately 9 months' committed

expenditure.

#### **16/06 Annual Report and Statutory Accounts for the period ended 31 December 2015**

The Members voted on the motion to receive the Trustees Annual Report and Accounts for the year ended 30 June 2015 into the records of the Society. The motion was proposed by David Baulcombe and seconded by Richard Reece. The motion was **carried** by a majority vote of those members present.

#### **16/07 Report of Auditors**

The Deputy CEO confirmed that the auditors agreed that the Annual Report and Statutory Accounts was a true and fair view of the state of the Group's affairs as at 31 December 2015, and had been properly prepared in accordance with the relevant financial reporting standards.

The Members voted on the motion to receive the report of the auditors, Grant Thornton UK LLP, into the records of the Society. The motion was proposed by David Baulcombe and seconded by Richard Reece. The motion was **carried** by a majority vote of those members present.

#### **16/08 Appointment of Auditors**

This item was postponed while the Society's auditors were reviewed through a competitive tender process, which had been recommended by the Audit Committee and agreed by the Finance Committee. The Membership would be informed of the recommendations of this review under separate cover in due course.

#### **16/09 Retiring Officers and Members of Council**

The Chair proposed a vote of thanks to the following officers and members of Council who had retired, or would be retiring from their positions at the end of 2016:

Stephen Busby	<i>Chair, Executive Committee</i>
Sheila Graham	<i>Honorary Meetings Secretary</i>
David Timson	<i>Council Member, Elected by Membership</i>
Anne Dell	<i>Vice-Chair, Executive Committee</i>

It was noted that Anne Dell would take the position of Chair at the end of her tenure as Vice-Chair.

The motion was **carried** by a majority vote of those in attendance.

#### **16/10 Retiring Members of Committees**

The Chair proposed a vote of thanks to the following retiring members of Committees:

Ozge Ozkaya	<i>Education Committee</i>
Jurg Bahler	<i>Theme Panel I, Genes</i>
Nigel Savery	<i>Theme Panel I, Genes</i>
Araxi Urrutia	<i>Theme Panel I, Genes</i>
Joost Zomerdijk	<i>Theme Panel I, Genes</i>

Pietro Gatti-Lafranconi	<i>Theme Panel II, Molecular Structure and Function</i>
Andreas Kukol	<i>Theme Panel II, Molecular Structure and Function</i>
Laura Spagnolo	<i>Theme Panel II, Molecular Structure and Function</i>
Ross Anderson	<i>Theme Panel III, Energy and Metabolism</i>
Giancarlo Biagini	<i>Theme Panel III, Energy and Metabolism</i>
Helen Griffiths	<i>Theme Panel III, Energy and Metabolism</i>
James Murray	<i>Theme Panel III, Energy and Metabolism</i>
Alison Parkin	<i>Theme Panel III, Energy and Metabolism</i>
Luke Chamberlain	<i>Theme Panel IV, Cells</i>
Josef Kittler	<i>Theme Panel IV, Cells</i>
Jeremy Simpson	<i>Theme Panel IV, Cells</i>
Grant Churchill	<i>Theme Panel V, Signalling</i>
Ana Costa-Pereira	<i>Theme Panel V, Signalling</i>
David McEwan	<i>Theme Panel V, Signalling</i>
Mark Wheatley	<i>Theme Panel V, Signalling</i>
Manuela Zaccolo	<i>Theme Panel V, Signalling</i>
Robin May	<i>Theme Panel VI, Biological Systems</i>

The motion was **carried** by a majority vote of those in attendance.

#### **16/11 Retiring Members of Editorial Boards**

The Chair proposed a vote of thanks to the following retiring members of the Editorial Boards of the Society's journals:

##### **Biochemical Journal**

Guy Salvesen	<i>Reviews Editor</i>
Robert Freedman	<i>Classics Editor</i>
Carol MacKintosh	<i>Deputy Chair</i>
Martin Schwartz	<i>Deputy Chair</i>
Javier Caceres	<i>Deputy Chair</i>
Michael Murphy	<i>Deputy Chair</i>

##### **Clinical Science**

Gerald Watts	<i>Associate Editor</i>
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##### **Bioscience Reports**

Catherine Pallen	<i>Associate Editor</i>
Yu Hao	<i>Associate Editor</i>

The motion was **carried** by a majority vote of those in attendance.

#### **16/12 Elections and Vacancies**

The Head of Group Projects and Governance reported that, with the recommendations of the Governance Review having been accepted by the Members, there would be numerous nominations upcoming.

There had been three nominations for the role of Honorary Meetings Secretary; this would be recruited by the new election process as recommended by the Governance Review, which the Executive Committee had agreed to implement with immediate effect. It was confirmed that this would require the addition of an interview stage prior to potential candidates being put to the Membership for an electronic ballot should more than one candidate be suitable for the role. Where only one candidate has the required skills and experience, this candidate would be automatically appointed.

### 16/13 Current Officers

The Members **recognised** the current post-holders as detailed below:

David Baulcombe	<i>President</i>
Stephen Busby	<i>Chair, Executive Committee</i>
Anne Dell	<i>Vice-Chair, Executive Committee</i>
Nick Watmough	<i>Honorary Treasurer</i>
Sheila Graham	<i>Honorary Meetings Secretary and Chair, Bioscience Theme Panel</i>
Nicola Gray	<i>Honorary Membership Secretary</i>
Richard Reece	<i>Chair, Portland Press Ltd Board</i>
Rob Beynon	<i>Chair, Education Committee</i>
David Pye	<i>Chair, Policy Committee</i>
David Carling	<i>Chair, Biochemical Journal Editorial Board</i>
Freddie Theodoulou	<i>Science Editor, The Biochemist</i>
Jeremy Brown	<i>Council Member, Elected by Membership</i>
Mary McCaffrey	<i>Council Member, Elected by Membership</i>
David Timson	<i>Council Member, Elected by Membership</i>
Helen Watson	<i>Chair, Training Theme Panel</i>
Eoin Fleming	<i>Chair, Clinical &amp; Translational Theme Panel</i>
Michelle West	<i>Chair, Theme Panel I - Genes</i>
Corinne Smith	<i>Chair, Theme Panel II – Molecular Structure and Function</i>
Fraser MacMillan	<i>Chair, Theme Panel III – Energy and Metabolism</i>
Jeremy Carlton	<i>Chair, Theme Panel IV – Cells</i>
Jim Caunt	<i>Chair, Theme Panel V – Signalling</i>
Maria O’Connell	<i>Chair, Theme Panel VI – Biological Systems</i>

### 16/14 Membership Subscription Fees 2017

The Members noted the membership subscription fees for the year 2017 as detailed below:

Full	£78
Early Career	£45
Associate	£35
Postgraduate	£24
Undergraduate	£13
New Emeritus	£23

**16/15 Any other business**

No additional items of business were raised by any Members, or those in attendance at the meeting.

**16/16 Date of next meeting**

The Chair noted that the date of the 106<sup>th</sup> Annual General Meeting would be 5 July 2017.

- End -

Zoe Halbert | Executive Assistant