

The Geological Society of London

COUNCIL

Minutes of a virtual meeting held on 8 April 2020 – Burlington House closed during the coronavirus pandemic shutdown

PRESENT: Nick Rogers (*Chair*), Tom Backhouse, Andrew Bloodworth, John Booth (*Vice President*), Mike Daly (*President-designate*), Lesley Dunlop, Joel Gill, Graham Goffey (*Treasurer*), Kathryn Goodenough, Sarah Gordon (*Secretary, External and Foreign Affairs*), Jim Griffiths, Chris King, Andrew Moore, Bryne Ngwenya, Nik Reynolds (*Vice President*), Katherine Royse (*Secretary, Professional Matters*), Sarah Scott, Gemma Sherwood, Jessica Smith (*Vice President, Regional Groups*), Rob Strachan (*Secretary, Publications*), John Talbot (*Vice President, Chartership*) and Alex Whittaker (*Secretary, Science*)

APOLOGIES: Helen Smyth

In attendance: Richard Hughes (*Executive Secretary*), Alex McPherson (*Director of Finance & Operations*), Alicia Newton (*Director of Science & Communications*), Maggie Simmons (*Director of Publishing*), and Stephanie Jones (*Administrative Secretary*)

1. APOLOGIES

Apologies from Helen Smyth were NOTED.

2. DECLARATIONS OF INTERESTS

There were none.

3. MINUTES OF MEETING HELD ON 5 FEBRUARY 2020

The minutes were APPROVED. A version of the minutes will be published on the website, with an explanation if items have been removed or reduced.

SJ

4. MATTERS ARISING

Richard Hughes (RH) said that all matters are discharged or covered elsewhere in today's papers.

5. PRESIDENT'S BUSINESS

5.1 *Report on ballot for Council*

Nick Rogers (NR) said a total of 2,056 valid votes were cast for the five vacancies on Council (2,040 voted last year) and the results are as follows:

	Votes	% of valid voters
Mrs Joanna Alexander	1,349	65.6%
Mrs Luc Williams	1,199	58.3%
Dr Michael Kehinde	1,195	58.1%
Dr John Perry	1,004	48.8%
Dr Jennie Gilbert	952	46.3%
Dr David Latin	927	45.1%
Dr James Lawrence	862	41.9%

The top five will go forward to the AGM for election.

5.2 *Report of Officers Meeting*

NR said there was considerable discussion at the Officers' Meeting about the coronavirus pandemic and its effects on the Society and particularly matters relating to human resources. He asked RH to bring Council up to date on these discussions (*confidential to Council*).

Officers discussed applications for Chartership and whether these should be put on hold during the coming months. There was strong opinion that these should continue if possible but the decision was outside the remit of Officers. Council AGREED that Chartership should continue.

RH said good progress has been made on Health and Safety and the updated manual is almost ready. Officers approved the new Health and Safety policy which has already been implemented throughout the Society.

RH will send an update to Fellows which will include furloughing.

5.3 *Annual General Meeting*

The Annual General Meeting, including the election of new Council members, is due to take place on Thursday, 4 June. Council had a lengthy discussion about the conduct of the AGM. The options for running a virtual AGM will be investigated but Council AGREED that in the current unprecedented circumstances, the process for electing new Council members at the AGM will be suspended and instead the results of the advisory ballot will be accepted and the election of the new Council members announced in Geoscientist.

[Subsequent to the meeting it was discovered that ballots can be organised using on line meeting software. After email discussion with members of Council it was agreed that every effort should be made to hold on-line ballots for new members of Council and Officers during the AGM to conform as closely as possible with bye-laws and regulations.]

6. EXECUTIVE BUSINESS

6.1 *Executive Secretary (CM/16/20)*

RH drew attention to the following items:-

Coronavirus

The Society's offices at Burlington House and Bath closed to all business from 16 March due to the *Coronavirus* situation. They will remain closed until further notice on a monthly rolling basis. Business continuity plans were quickly actioned and all teams continue to operate near normal services. Early messages were issued to the Fellowship advising them of the situation and informing them that online services continue to function.

Burlington House Lease (confidential to Council)

GSL strategic options project

A successful first project meeting took place virtually in late March, and was well-attended by staff, past Presidents and several Fellows. RH will brief Council as this exciting project develops. He asked Council to treat the various data appended to his report as confidential.

Development

RH was pleased to report that:

- a long-standing Fellow had approached the Society about making a substantial donation, not only in the form of a legacy but also a research grant. Discussions continue with him about his generous offer.

- through the efforts of Jenny Boland, Head of Development, substantial contributions have been made towards the Year of Space in 2021. The Society is most grateful to Rogers Stirk Harbour + Partners (RSHP) who have agreed to help plan and design our proposed Courtyard Exhibition on a *pro bono* basis, and to one of our Corporate Patrons, the private equity company Blue Water Energy, who have verbally agreed to be the main sponsor at and are also considering a larger package of support for three years to support education in the Earth sciences.

The Society is very grateful for this support, and Council congratulated and thanked Jenny Boland for her work.

6.2 *Director of Finance & Operations (CM/17/20)*

Alex McPherson (AMc) presented the following items from his report:-

Fellowship renewals are progressing well with just over 85% renewed to date. The current headcount is just over 11,050 against 11,950 last year. The 900 difference is made up of 1500 who have not renewed and 600 joiners. Telephone calls to encourage renewal will start next week with an offer to help and more flexibility will be given to members unable to pay due to the coronavirus pandemic.

The Society's IT platform is currently working well with the transition to home working during the coronavirus pandemic predominantly successful. As part of upgrading our IT resilience, a significant part of the IT data infrastructure has been migrated to a cloud based Sharepoint solution. The project to migrate all other records has commenced with migration due to commence in April. An IT consultant is working with Kevin Perry, IT Manager, to advise on various aspects of our IT services. One outcome will be the publication of a comprehensive service catalogue which will allow identification of what is correctly supported, sub-optimally supported and where there is poor value for money.

The CRM system is working satisfactorily. Work continues on the transition away from Felinesoft although the entity identified to receive the CRM now belongs to the same group as Felinesoft. This is a potential conflict so further consideration is required. The current phase in the project is to gather a technical report on to how the system has been built and delivered.

6.3 *Director of Science & Communications (CM/18/20)*

Alicia Newton (AN) took her report as read. It gave details of the many meetings and events that have been rescheduled or cancelled because of the closure of Burlington House. AN said the Society is moving as many events as possible on line so that a revenue stream continues. The free job listings is returning and AN said contributions from Council members are welcome.

6.3(i) *Transition of Petroleum Group to Energy Group (CM/19/20)*

The Petroleum Group (PG) came into existence 40 years ago. Since its inception it has convened in the region of 285 meetings, produced 60 Geological Society Special Publications and 25 Petroleum Geoscience thematic sets, a significant contribution to its industry and the Society.

For some years its committee has discussed the scope and purpose of the PG to ensure it is able to understand, adapt and take a proactive role to position geoscience in the energy transition which is now fully established in the mainstream public debate and forms government policy.

At the Annual General Meeting of the PG in January 2020, the members in attendance voted unanimously in favour of the repositioning of the group to the Energy Group. The Energy Group aims to widen the scope to cover all geological sciences associated with the full cycle delivery of energy to society. It will remain the main forum for the petroleum geosciences within the Society.

Council

The document provided to Council was the Terms of Reference and an amended Constitution is required. Council APPROVED in principle the transition of the Petroleum Group to the Energy Group, subject to the production of the correct paperwork. Council suggested that the new Energy Group accommodates those working in geothermal energy and that the Terms of Reference are shortened.

AN

[post meeting note - Council APPROVED the constitution for the Energy Group via e-mail.]

6.4 *Director of Publishing (CM/08/20)*

Maggie Simmons (MS) said that the Library team was supporting users remotely during the shutdown with these services promoted on social media, the website, Geoscientist and newsletters.

Subscriptions and renewals are largely on track although they are starting to run slower as countries go into lockdown. The Sales & Marketing team have done well to re-focus their efforts to make sure subscribers can access from home and that this is effectively communicated.

Hard copy book sales are postponed during the shutdown. Commissioning is going well in spite of the cancellation of conferences. Two Special Publication proposals and two Memoir proposals have been accepted so far in 2020, and three proposals are currently under review or being revised. Two books are scheduled for publication in April, two for May and six further titles between June and October. There are 13 other books in various stages of production and the page design of the brand-new book series 'Geoscience in Practice' is almost complete. David Boyt, the new Head of Editorial Development, joins at the end of May.

Two principal activities are the financial modelling of the recommended route to launch the Society's own full open access journal, which will be completed for presentation to the Finance & Planning committee and Council in June; and finalisation of a transformative agreement licence for discussion with key consortia to ensure the hybrid journal portfolio is compliant when Plan S is introduced in 2021.

7. PROPOSAL TO CEASE PRINT COPIES OF JOURNALS (CM/21/20)

MS said Scientific, Technical and Medical (STM) publishers have for some years been moving away from offering a journal hard copy as part of their subscription offering. Council discussed ceasing to print hard copy journals at their September 2019 meeting and it was put forward to consider in the 2020 business plan.

The 2020 business plan objective is to move journal content to continuous publication rather than the existing ahead-of-print set up. This supports the Society's aim to improve author services and be perceived as relevant and modern attracting early career researchers to publish with us.

Based on current costs, savings are just in excess of £20k per annum. There are also environmental benefits including reduced use of paper and inks and reduction in emissions incurred during print, distribution and postage.

Mike Daly (MD) asked if consideration was given to selling publications at or above cost so Fellows had the choice as many Fellows seem to value collecting the journal hardcopies. MS said this was considered but rejected as what is being proposed fits in with the way that publishing is moving. MD supported the proposal but added that the case for this change must be made very clearly as it may disappoint a significant minority of the Fellows.

Council APPROVED the proposal that for the 2021 subscription year the Society will cease offering hard copy journals for *Journal of the Geological Society* (JGS), *Quarterly Journal of Engineering Geology and Hydrogeology* (QJEGH), *Petroleum Geoscience* (PG) and *Geochemistry: Exploration, Environment, Analysis* (GEEA). It was noted that the *Scottish Journal of Geology* (SJG) and *Proceedings of the Yorkshire Geological Society* (PYGS) are published under contract for their respective Society owners and these agreements will need to be renegotiated to include this change.

8. REPORT OF THE AUDIT COMMITTEE (CM/22/20)

The draft minutes of the Audit Committee were not completed when the Council papers were despatched so this paper was passed over.

9. 2019 AUDITED ACCOUNTS (CM/23/20)

Mark Law and Nick Sladden (RSM) joined the meeting with Roger Dunshea, chair of the Audit Committee.

AMcP said the audit process was much better than last year and thanked his team.

The accounts show a surplus of just under £128k. There is a large deficit at operational level, which is countered by an unrealised gain on the investment portfolio. Staff are working to identify areas to increase revenue and to reduce operating costs. Significant steps will have to be taken as the Society emerges from the pandemic because the losses are not sustainable. RH suggested that a paper comes to Council in the autumn proposing which activities can and cannot continue.

AMcP

AMcP said a paper may come to Council about the treatment of free reserves and he explained the background. Graham Goffey (GG) said that in approving the accounts Council should be aware of the change in the way free reserves are computed which basically enhances the free reserves figure. FPC have discussed and were content. GG said that AMcP has been doing some financial modelling on the impact of the pandemic on the Society's investment portfolio and there is no need to make any 'knee jerk' responses in spite of how things may look at the end of 2020.

Nick Sladden (NS) gave his report. The audit strategy as presented to the Audit Committee covered three areas:-

Last year

The 2019 audit did not proceed as planned as reported in April 2019. As a result the annual report was not signed off until May. This was mostly related to issues around the year end timetable. The audit report also highlighted a number of weaknesses although a clean audit report was issued. The Audit Committee did a good job through 2019 in monitoring outcomes from the audit and there was good commitment from the finance team to make sure the process improved this year.

This year

There was a substantial improvement. This was RSM's third audit of the Society and undoubtedly the best run in terms of the Society's finance team and NS expressed his thanks. RSM can give a clean audit report although there has been a fair amount of disruption because of the pandemic, which has resulted in changes to disclosures particularly in the narrative around risks and uncertainties. AMcP and his team have reworked the forecast. Once the accounts are approved, Council and RSM will have to declare they are content with the 'going concern' report. The Financial Reporting Council (FRC) is issuing guidance on a weekly basis as to what should be done about signing off annual reports. The Society has plenty of time before the accounts have to be submitted to the Charity Commission. For the protection of Council and the auditors, RSM's recommendation is that the annual report is as good as it can be but to hold off approving it until the FRC has clarified its guidance.

Next year

There can be some improvements particularly around the timetable. The audit findings report was discussed in detail with the Audit Committee and has fewer recommendations than last year. The Audit Committee will ensure these are followed up.

Roger Dunshea (RD) gave his report. He agreed it was a much -improved audit compared to last year with systems and the team stronger. The Audit Committee met in November and March and have been following through the recommendations made by RSM. The committee is satisfied with progress and will be monitoring to make sure recommendations are followed through.

The Society's high operating costs are a concern and need to be taken very seriously going forward but there was nothing major coming out of the audit findings that cause any concern. There are still some systems issues to be addressed but RD said he is confident that AMcP will attend to these.

RD said the Audit Committee was in a position to recommend the approval of the Accounts for 2019 but with the caveat about 'going concern'.

Council APPROVED the Accounts for 2019 with the caveat about 'going concern'. NR thanked AMcP and his team on behalf of Council.

AMcP

10. FELLOWSHIP FEES 2021 (CM/24/20)

Council agreed in 2015 to link Fellowship fee increases to the rate of Consumer Price Inflation (CPI) as measured in January of each year. The rate of CPI for January 2020 was 1.8%.

FPC considered the proposal at their March meeting to increase most categories by 1.8% and they recommend the adoption of these rates to Council. At the request of the Chartership Committee, FPC also considered and agreed to a reduction of the CGeol supplement fee from £50 to £20 for retired chartered geologists

Council APPROVED the proposed rise in Fellowship fees of 1.8% and the reduction of the CGeol supplement for retired Chartered Geologists, which will be published in, May Geoscientist and go forward for adoption at the AGM on 4 June.

AMcP

11. FUNDRAISING

Jenny Boland (JB), Head of Development, joined the meeting.

11.1 *Compliance (CM/25/20)*

JB said the paper describes the accountabilities and responsibilities of Trustees with regard to fundraising activities. The Society is regulated by the Charity Commission who produce guidance on fundraising which trustees are expected to read. Fundraising is regulated by the Fundraising Regulator who have a Code of Fundraising Practice which requires fundraising organisations to have in place policies for the following:

- i. Gift Acceptance Policy
- ii. Fundraising Complaints Policy (External)
- iii. Fundraising Complaints Policy (Internal)

These fundraising policies were reviewed and endorsed at the first meeting of the Development Committee in October 2019 and are presented to Council for approval.

RH said that GG has put a lot of effort into producing an ethical investment policy. This is not finally agreed but it would be consistent to be in a position to have broadly

comparable policies for those in whom the Society invests and those who donate to the Society.

GG said the principle is very good, but this is not straightforward. He opined that it is very difficult to apply the ethical investment policy across to fund raising and said it is important to finalise the ethical investment policy then look at how it could apply to donations. He suggested examples of where further work is needed on the Gift Acceptance Policy, such as the materiality test for gifts, clear definition of the exclusion criteria and some of the screening criteria may be disproportionate to the size of donation.

Council asked for further work to be done before it could approve the policies, particularly on 'corporate screening'. RH is convening a virtual meeting later in April to discuss the Ethical Investment Policy and criteria for the acceptance of corporate sponsorship will be discussed further on that occasion.

RH/JB

11.2 *Priorities (CM/26/20)*

RH said that JB was recruited into the new role of Head of Development in September 2018, and since then the foundations have been laid to enable the Society to capitalise upon the potential for philanthropic giving. However, due in part to continuing uncertainties with the lease, Council has not previously agreed the Society's fundraising priorities. The paper discussed potential target areas for fundraising to focus fundraising efforts and also enable a 'case for support' to be produced which it is hoped will both stimulate and accelerate philanthropic giving.

Council had a full discussion about the areas put forward in the paper. The following topics emerged and were AGREED as potential fundraising priorities:-

- Education
- Science (= research grants)
- Policy (= liaising with policymakers)

In identifying these three topics, Council said that medals and the Library are not fundraising priorities.

The importance of evaluating and recording the impact of what the Society does was recognised along with the upgrade of the website as a priority because it is instrumental to most activities.

12. REPORTS OF THE STANDING COMMITTEES (CM/27/20)

Council NOTED the reports of the standing committees.

13. ELECTIONS

13.1 *Fellowship (CM/28/20)*

Council AGREED to recommend to the Fellowship that those candidates listed should be elected as Fellows at the Ordinary General Meeting on 8 April 2020.

13.2 *Chartered Geologists (CM/29/20 – revised list)*

The applications from Fellows listed to become Chartered Geologists had been approved by the Chartership Panel and were AGREED by Council.

13.3 *Candidate and Junior Candidate Fellowship (CM/30/20)*

Council AGREED to elect as Candidate Fellows and Junior Candidate Fellows those applicants listed.

13.4 *Chartered Scientist (CM/31/20 – revised list)*

Council APPROVED those applicants listed as Chartered Scientist

- 13.5 *European Geologist (CM/32/20)*
Council APPROVED those applicants listed as European Geologists.
14. ANY OTHER BUSINESS
- 14.1 *Treasurer-designate*
Graham Goffey said his term as Treasurer ends in June 2021. No-one who stood for election this year came forward as a potential successor but through Linked-In two candidates came forward. RH, AMcP and GG interviewed both candidates and recommend that Keith Myers is co-opted as Treasurer-designate with a view to standing for election as a starred candidate in June 2021. Council AGREED to the co-option of Keith Myers as Treasurer-designate and he will join Council in June 2020.
- 14.2 *Research Grants*
AMcP said the Research Grants Committee, chaired by Alex Whittaker, met in March and identified recipients totalling around £27k. Council AGREED that these grants would be made. Stephanie Jones will work with Alex Whittaker and Alicia Newton in identifying from which funds the grants will come, and will also liaise with the applicants.
- 14.3 Nick Rogers thanked the Council members standing down at the AGM for their service to the Society:-
- Lesley Dunlop
Sarah Gordon
Kate Royse
John Talbot
- Mike Daly thanked Nick Rogers for his service as President and also the Council members standing down.
15. DATE OF NEXT MEETING
- 17 June 2020

SJ