DRAFT Minutes of the Annual General Meeting
of the British Society for Immunology
12:50 Wednesday 7 December 2016
Room 11B Arena & Convention Centre, Keel Wharf, Liverpool

Attended: Peter Openshaw (PO) President
Lindsay Nicholson (LN) Treasurer
Sofia Grigoriadou Trustee
Anne Cooke Trustee
Allan Mowat Trustee
Sheena Cruickshank Trustee
Matthias Eberl Trustee
Leonie Taams Member
Alexandra Spencer Member
Rob Barker Member
Donald Palmer Member
Emma Chambers Member
Magdalena Dziadzio Member
Mark Peakman Member
Arne Akbar Member
Gary Entrican Member
Cecilia Johansson Member
Paul Williams Member
Bruno Gran Member
Julia Dorin Member
Paul Bowness Member
Pierre Gumowski Member
Seema Kalra Member

Also in attendance: Jo Revill (JR) BSI CEO
Liz Ambekar (LA) BSI Finance & Business Director
Melanie Lucas (ET) BSI Committee & Governance Manager (minutes)

1. **Welcome and apologies**
   PO welcomed all to the meeting

2. **Minutes from the AGM held 12 November 2015**
   The minutes from the last AGM held on 12 November 2015 were approved as fair and representative.

3. **Matters arising**
   There were no comments or matters arising.

4. **Trustees Report for financial year 2015-2016**
   PO summarised some of the highlights from the trustee’s report, noting it had been a particularly busy year, with numerous achievements, and the celebration of the BSI’s 60th Anniversary at the Royal Society. A new 5-year strategy had been launched, with a renewed
focus on career support and teaching excellence, and policy and public affairs. The office moved to Holborn in April 2016, and the society is now a tenant of the Royal College of Anaesthetists, providing access to an excellent suite of meeting rooms. The governance and committee process has been reviewed and revised, and there are now 13 staff at the BSI, with a full-time equivalent of 11. A new performance and appraisal system has been implemented for the staff, with a newly structured remuneration policy. PO thanked the staff for their enormous effort across the year, and in putting together another successful Congress. The meetings and events programme continues to grow and now includes a winter and summer school.

The impact factors of both journals continues to rise, with *Immunology* rising above 4. PO offered thanks and congratulations to the editors for their hard work and achievement.

5. **Presentation of draft accounts 2015-2016**
LN reported that as ever the journals had provided the majority of income to the society, with this being a secure revenue stream. The auditors advised an adjustment to how the accounts are presented, so some of the figures for 2015 have been restated. The financial year ended in June 2016 with an operational surplus, however the year end coincided with the result of the Brexit referendum which had an impact on some investments. This has now stabilised and recovered and there are no underlying issues. There were several exceptional costs – office move, upgrading of IT infrastructure, and a new database and website – as well as 10% of the reserves being drawn down into a protected fund for development of strategic objectives. A Finance sub-committee has been established, which includes the treasurer and two of the co-opted trustees, bringing in a broader experience of finance. This committee supports a more robust financial process and provides the Board with an added level of security and scrutiny.

A major change was a review of the investment policy and a tender for investment management services. This has resulted in a change of provider, and a transfer to Standard Life is underway at present. Julia Dorin queried the ethics of the investment policy, and LN confirmed that an ethical clause is written in to exclude any investment in tobacco or arms.

LN added that this would be his last AGM as treasurer, as he will roll off at the end of 2017, and urged all to help identify candidates to stand for this position in the election in early 2017, noting that the role did not require deep financial knowledge but rather a broad engagement and an insight, adding that he would recommend the role. PO thanked LN, adding that he would be a hard act to follow.

The trustee report and accounts were proposed for approval by Sheena Cruickshank, seconded by Paul Williams, and unanimously approved.

6. **Memorandum & Articles of Association**
ET explained that changes to the Articles of Association were required by the Scottish Charitable Register (OSCR) to clarify that any reference to charity law means the law of England and Wales. The other changes were clarification under clause 26.5 that co-opted trustees may be appointed by the Board and may only stand for four years. It also clarifies that someone who has stood as a Secretary may not then stand for another four years. Finally, that the company law secretary is different from any other ‘secretary’ role. These changes were proposed by Paul Williams, seconded by Anne Cooke, and unanimously approved.

DP asked whether this would change the relationship with other societies, such as the Royal Society for Biology, and ET explained that it would not. There were no other questions.

7. **Rules of the Society**
In tandem with the changes to the Articles, recent restructuring of the committees and overall governance have required changes to be made to the Rules of the Society. These changes have been proposed in conjunction with advice from lawyers, and have been reviewed and approved by the Board of trustees. ET outlined the changes made for information.

The first is to remove any reference to the term ‘web members’ – we have a lot of contacts on email who are not truly members, and we have removed this to be clear that they are contacts. An elected trustee may act as deputy chair of the Board, to support the President. This is currently the situation as we have Professor Anne Cooke who is deputy chair. We have clarified that co-opted trustees may or may not have expertise in immunology. We have made clear that trustees oversee strategic matters for the BSI. We have clarified the role that Secretaries hold in different areas. We have clarified that Board members may hold both a secretary and a trustee role. The rules make clear the role of the Forum, members of the Forum and the changes to the Terms of Reference. We have tightened up these terms for each committee and standardised the terms of office. We have clarified that serving trustees cannot nominate candidates for office and that we will also publish on the website the breakdown of results for elections. The BSI has added a clause about extended leave for a trustee should it be necessary, we have changed some names of committees to reflect their purpose. ET explained that we have added a section making clear that the membership of the Society will not be changed by any political devolution. The Board has approved all of these changes.

8. Committee updates
PO gave a summary of the main changes to the Board and other key roles. Rob Barker stands down after two terms as Groups Secretary at the end of December, and PO thanked him for his wisdom, dedication and counsel. Matthias Eberl was elected as trustee earlier in the year and will join the Board as from January 2017. His appointment was proposed for approval by Arne Akbar, seconded by Anne Cooke, and unanimously approved. John Curnow was elected as replacement to Rob Barker and takes up the role of Groups & Meetings Secretary (slight name change) as from January 2017. Leonie Taams has been appointed as the new Editor in Chief for CEI and will take over from Mark Peakman in the Spring. As a result, she now stands down as trustee, but will continue her position as Congress Secretary until the end of her term in December 2017. Gary Entrican was elected as the new Congress Secretary and is shadowing Leonie at present, before taking over after Congress 2017. As a reminder, PO explained that four secretary positions – Congress Secretary, Education Secretary, Groups & Meetings Secretary and Public Engagement Secretary were agreed to be separated out from trustee positions, and this separation has happened gradually with the end of terms of office. Sheena Cruickshank remains Public Engagement Secretary and trustee at present, until the end of her term in 2018. Robert Davies has been co-opted to the Board, providing legal experience and skills.

PO added that as well as the treasurer post coming up for election in spring 2017, he is coming to the end of his first term as President and so is eligible to re-stand for this role, but encouraged others to also consider applying. A call for nominations will be going out to the membership in February 2017.

9. AOB
None

Meeting closed 13:25