

Minutes of the meeting of the IOP Council  
 held at 10.30am on 28 November 2019  
 IOP Council Room, 37 Caledonian Road, London, N1 9BU

**Trustees present:**

Jonathan Flint (JF)	President
David Delpy (DD)	Honorary Treasurer
Brian Fulton (BF)	Honorary Secretary
James McKenzie (JMck)	Vice-President for Business
Mark Telling (MT)	Vice-President for Membership
Martin Freer (MF)	Vice-President for Science & Innovation
Tariq Ali (TA)	Member
David Boyce (DB)	Member
Gayle Calverley-Miles (GC)	Member
Tamara Cleford (TC)	Member
Wendy Flavell (WF)	Member
Martin Hendry (MH)	Member
June McCombie (JMcc)	Member
Becky Parker (BP)	Member
Alix Pryde (AP)	Member
Anne Tropper (AT)	Member
Jim Al-Khalili (JAK)	Co-opted Member
Peter van der Burgt (PvdB)	Co-opted Member

**Apologies were received from:**

Sheila Rowan (SR)	President-elect
Carol Davenport (CD)	Vice-President for Education
Mike Bray (MB)	Chief Finance Officer

**In attendance were:**

Paul Hardaker (PH)	Chief Executive Officer
Rachel Youngman (RY)	Deputy Chief Executive
Tony McBride (TMB)	Director of Policy and Public Affairs
Steven Hall (SH)	Managing Director, IOP Publishing Ltd
Antonia Seymour (AS)	Publishing Director, IOP Publishing Ltd
Claire Downey (CDo)	Governance Assistant (Minutes Secretary)

**Closed Session**

The meeting commenced with a trustee-only session and a short closed session with the CEO.

**1 WELCOME, APOLOGIES & GENERAL UPDATES**

1.1 JF welcomed all to the meeting. Apologies were received from SR, CD and MB.

1.2 TC raised the changes to the Chartered Physicist (CPhys) registration whereby members have to demonstrate Continuous Professional Development (CPD) to maintain their professional registration. TC stated that some members were unhappy and had raised concerns with her. RY asked for her to pass on the names to follow up on. RY explained that the changes are now a requirement of our Engineering Council licences and we have taken the decision to bring our own professional registers in line with these changes.

1.3 TC also asked what progress had been made on the website. RY informed the Council that Liz North, Head of Communications and Marketing has developed an implementation plan with a completion date for closing the old site by end April 2020. The Executive has met with Liz to discuss and agree the plan. The technology that was put in place last year has been reviewed by an external expert and they have confirmed that it provides the correct technology to deliver the plan. Trustees requested a short update report for February Council.

1.4 It was requested that items 6.5 and 6.10 were unstarred for discussion.

**2 DECLARATIONS OF CONFLICT OF INTEREST**

2.1 No conflicts of interest were declared. WF asked the Governance Officer to update her record on the Register of Interest. It was agreed the Register will be circulated as a regular item to note at all Council meetings going forward.

**3 MINUTES OF LAST COUNCIL MEETING (24 JULY 2019) & ACTION STATUS REPORT****3.1 Minutes of last Council meeting**

3.1.1 The minutes of the last Council meeting held on 24 July 2019 were agreed as a true record of the meeting and JF was requested to sign them.

**3.2 Minutes of last Council meeting for website publication**

3.2.1 One short redaction from the minutes of the last Council meeting held on 24 July 2019 was agreed.

**3.3 Action Status Report**

3.3.1 The Action Status Report was noted.

## **4 GOVERNANCE**

### **4.1 Record of the 2019 Annual General Meeting (AGM)**

4.1.1 The record of the 2019 AGM was agreed.

### **4.2 Committees and Boards**

4.2.1 Council noted the update on delegated appointments to committees. PH informed the meeting that Professor Philippa Brown has agreed to be the Diversity and Inclusion Committee nominee on the Nominations Committee.

4.2.2 It was further noted that JMCK is the Chair of the Audit and Risk Committee. His term of office as a Trustee will end in September 2020. Council agreed that JMCK will continue as Chair of the Audit and Risk Committee until September 2023.

4.2.3 PH highlighted that there are vacancies on the Audit and Risk Committee and the Resources Committee. Increased Trustee representation is required on those committees and Trustees are invited to talk to him directly if they would like to volunteer their services.

4.2.4 There is one current co-option vacancy on Council. Council discussed finding a candidate with a finance and/or legal background for the skills profile of Council and in particular to assist in the Audit and Risk Committee and Resources Committee. Council were invited to consider their contacts for potential candidates and forward these to PH. DD, JMCK and PH were tasked with agreeing the role description and discussing any potential candidates for the co-opted vacancy on Council and the vacancies on the Audit and Risk Committee and Resources Committee. It was agreed that the first period of co-option could extend to as necessary to ensure it included one full annual Council cycle.

4.2.5 Council approved the re-appointment of Sarah Flannigan, Richard Charkin, Rene Olivieri, Kim Dovell and James Hunt for a further year to the respective boards and committees of IOP and IOP Publishing. Appointments for 2021 for Council Committees and Subsidiary Boards will be considered in July 2020 Council.

### **4.3 Governance Review**

4.3.1 RY confirmed that the Governance review scope had been updated following discussions at the Senior Officers' Committee. Although the review will commence when the new Head of Governance and Compliance, David Howitt, joins on the 27<sup>th</sup> January 2020, some preparatory work will be done in advance to make sure that there was a well-timed audit process for the preparation of the 2019 Accounts and Annual Report, with Committees able to do their scrutiny and Council's approval.

4.3.2 The Chair acknowledged the complexities of the review and making sure the Head is in post whilst ensuring that the review is conducted in a way that minimises uncertainty for members. It is accepted that implementation may take some time.

4.3.3 In response to questions, RY confirmed that the review will consider the scheme of delegation, streamlining decision-making, increased engagement by members, new terms of reference, alignment with strategy, compliance cycles and managing communications with the membership. RY informed the Council that the Senior Management Team (SMT) is aware of the review and supportive of the

need to streamline the administrative burden on staff so they can be redeployed to spend more time on programmes where they see greater career progression value. The SMT will manage the messages to the staff to ensure that they are informed of progress and also able to inform elements of the review from their own perspectives and experiences.

4.3.4 Council agreed to delegate responsibility for carrying out the review to the Deputy Chief Executive and a project board that will include a senior representative from IOP Publishing and the Head of People and Organisational Development.

4.3.5 Council requested an update on the first part of the review to streamline the audit and annual review process at the February meeting of Council. PH suggested that this would be quite soon after the New Head of Governance was in post so this would be part of a brief overview of the forward plans for the Governance team.

4.3.6 Council also noted the ongoing rationalisation of the wider group structure which is already underway but expected to take 18 months to complete.

#### **4.4 Regulations and Code of Conduct**

4.4.1 PH asked Council to note the new Code of Conduct which is reviewed on an ongoing basis for compliance with professional bodies' registers. The Code has been redrafted so that it is applicable for members, volunteers and attendees at events whereas previously it only applied to members.

4.4.2 The Regulations that underpin the Code have also been changed. Council were asked to approve the proposed amendments.

4.4.3 Trustees made a number of comments.

- It was confirmed that if an appellant is entitled to legal representation then IOP has call-off arrangements to support this and an in-house legal team to oversee the service provision.
- Ensure disciplinary panels are briefed on the use of emails and implications for Freedom of Information (FOI).
- It was confirmed that IOP cannot remove someone from an appointed role unless proven guilty, but can direct them to refrain from social media and not part take in public roles.
- Following guidance from the ICO IOP will ensure records are destroyed (not disposed of) after a defined retention period.
- 11 – remove word 'serious' examples of misconduct to convey a zero tolerance approach e.g. bullying and harassment.
- 11 – Publication of name and alleged offence seems contrary to the legal process if the offence is only alleged.
- 11 – ensure whistle blower confidentiality is protected in the Whistleblowing policy.
- 11.1 – ensure diversity of the disciplinary committee.
- 11.5.4 – keep separation from person conducting investigation and person reviewing the investigation.
- 11.7.5 – Ensure only new material evidence that was not available previously can be used to trigger an appeal.

4.4.4 Council agreed to delegate finalising the regulations to PH. Council also noted that further changes to the regulations and the bylaws are possible as a result of the Governance Review.

#### **4.5 Registering as a Charity in the Republic of Ireland**

- 4.5.1 PH explained that the IOP is the national physical society for Ireland as well as the UK. Following the decision of the UK to leave the EU there is a need for the IOP to more clearly articulate its purpose and role in Ireland. Maintaining a foothold in the EU would benefit the IOP in terms of networks, exchange schemes, partner-working, and access to EU grants.
- 4.5.2 It has therefore been decided to formally incorporate in the Republic of Ireland and register with the Charities Regulator in Northern Ireland. Following legal advice the preferred option is to register as a Company Limited by Guarantee and to apply for tax exempt status for charitable purposes. The Executive would like to trigger the process before the end of 2019 given the current political uncertainty. Incorporation takes approximately nine months in Ireland.
- 4.5.3 The matter has been discussed with the IOP Ireland Committee and there is strong agreement with the proposal.
- 4.5.4 The Honorary Secretary noted that the governance structure would have to ensure that IOP Ireland will not become a breakaway organisation. It was recommended that the Irish entity be brought into the group structure with IOP as 100% shareholder.
- 4.5.5 It is envisaged that there will be 6 Directors of the new Company Board comprised of the following:
- to meet residency requirements, at least 2 Directors who are resident in the Republic of Ireland (most likely drawn from IOP Ireland Committee);
  - one Director resident in Northern Ireland (most likely drawn from IOP Ireland Committee);
  - one Director who is a Council member of the IOP (suggested to be the Honorary Secretary); and
  - two from the IOP Executive team.

Appointments to the Board would be dealt with through the normal Nominations Committee process.

- 4.5.6 PH confirmed that Euro cash flows have been analysed and that there are sufficient funds in the current Group structure to meet likely Euro expenditure for this new entity and the expansion of the Ireland Staff Team. Staff that are currently contracted by the UK entity will transfer over to the Irish entity when incorporation is complete.
- 4.5.7 Council agreed to incorporate in Ireland as a Company Limited by Guarantee and to apply for tax exempt status. It was agreed to delegate responsibility to oversee the process to a subgroup comprised of the Chief Executive, the Honorary Treasurer, the Honorary Secretary and the Chair of the Irish Committee, Yvonne Kavanagh, and the National Manager for Ireland, Karen Sheeran.

#### **4.6 Diversifying our income**

- 4.6.1 PH updated Council on plans to diversify income and generate revenue growth. He noted that in the last 5-year strategic plan Council launched a fundraising programme with a target of £10m of new unbudgeted income. The team

delivered £19m. The income generation has focussed on 4 areas: individual giving; trusts and foundations; competitive contracts; and legacies.

- 4.6.2 For the new 5-year plan a target of £15m has been set for the first three of these areas and an additional £1.5m from the legacies programme. The latter is a source of income that has proved to have a good uptake through a series of legacy events and, if achieved, will raise the pledged legacy donations to £2m by the end of 2024.
- 4.6.3 Whilst relationships with a few High Net Worth Individuals are being considered, it is expected that focussing on Trusts and Foundations will deliver longer term more sustainable partnerships.
- 4.6.4 PH explained that the Executive exercise caution when looking at the large competitive contracts to avoid over reliance on these restricted expenditures and ensuring that the contracts align with the strategic objectives. Larger scale coherent partnerships are more likely to deliver the vision of the IOP in key areas such as improving retention of teachers.
- 4.6.5 Trustees asked whether merchandising is being considered although understanding the margins are small. It is an activity that is being planned for the 100<sup>th</sup> Anniversary e.g. luggage tags.
- 4.6.6 PH informed Council that there are 2 members of the fundraising team who administer the fundraising activities of the programmes and ensure compliance with Charity Commission requirements.
- 4.6.7 MF expressed an interest in participating in fundraising around the 100th Anniversary. RY explained that there is an advisory committee for the 100th Anniversary and it had been decided that the anniversary should not be an income generating opportunity to ensure the focus remained on the strategy. However, any ideas for fundraising through the anniversary should be fed into that committee.
- 4.6.8 PH confirmed that over reliance on the Gift Aid income from IOPP remains a risk and our funding programme helps to mitigate this.

## **5 DISCUSSION ITEMS**

### **5.1 Update on IOPP and Open Access Work**

- 5.1.1 AS presented a summary of activities of IOPP over the past year.
- 5.1.2 TMB updated Trustees on the activities of the IOP and IOPP to increase its own members' engagement with the Open Access publishing debate.
- 5.1.3 The formal consultation on the UKRI policy is due in the New Year. This presents the IOP with the opportunity to play a co-ordinating role in partnership with the Royal Society, Royal Society of Chemistry and other learned societies' engagement with UKRI and government to increase their influence over the outcome and raise the IOP's profile more broadly.
- 5.1.4 A series of activities are planned at the Group Officers Forum, meetings with other learned societies and academy publishers, and participation in Open Access Week in October 2020.

## 5.2 Purchasing a Property in Ireland

- 5.2.1 PH explained that the IOP currently has use of some office space at University College Dublin (UCD) and at Catalyst Inc. in Belfast, and that we have been asked to leave the UCD accommodation as they need the office space.
- 5.2.2 The Council had previously agreed that there is a need for a physical presence in Ireland and, for geographical and accessibility reasons, Dublin is a natural choice. Moving to 37 Caledonian Road, with space that can be used with and by key stakeholders, has had strategic benefits for IOP. Securing a high profile location in Dublin would similarly reflect IOP's role and standing in Ireland and provide a space for contact with important stakeholders. IOP Ireland Committee has been asked whether the level of funding for a property might be better deployed into programmes. The Committee had responded that a physical presence is key to strengthening IOP's position as a national body and supporting the delivery of the strategy.
- 5.2.3 A property-viewing visit to Dublin had taken place with several properties visited by PH, RY, BF, our National Manager for Ireland, Karen Sheeran, and the IOP Ireland Committee Chair, Yvonne Kavanagh. During the viewings, a suitable renovated Georgian property had been identified in a prime location close to Trinity College, the Royal Irish Academy, the Irish Parliament and other learned societies.
- 5.2.4 Other properties viewed met some of the requirements but either required significant renovations, managing accessibility issues or were located in less central and far less suitable locations.
- 5.2.5 The property identified by the group met the specifications of providing space for a boardroom, seminar rooms, office space for approximately 10 staff and a lecture/public events space. There is also planning consent to build at the rear of the property. The property is slightly bigger than the current projected requirements but the space could be used as meeting rooms for stakeholders and some affordable hub working for which there is a demand in Dublin.
- 5.2.6 The volatility of the Irish property market was a factor for Trustees to consider, however office and commercial space in this area of Dublin is always in demand. If the €5m was invested in funds the expectation is that the property would have to increase in value at a rate of 6% per annum to match the performance of the invested funds.
- 5.2.7 Recovery of VAT on the property purchase is unclear due to the uncertainty around Brexit (any purchase will be made by IOP).
- 5.2.8 AP raised the question of the Council's financial responsibility, whether other options that could meet the organisation's objective more effectively have been considered (for example a smaller building) and whether a fuller business case could be provided.
- 5.2.9 JAK recognised that this was more than just a financial investment and that the benefits it would have for physics in Ireland have to be taken into account, although it was also commented that currently the Dublin property market is buoyant.
- 5.2.10 The IOP Ireland Committee is very active, although the membership in Ireland is



currently around 600. The potential membership is significantly higher and a visible presence would likely assist to increasing the number of members.

- 5.2.11 JF concluded that the Trustees would benefit from a more detailed business case before reaching a final decision, that pulled together the rationale which had, because of timelines, been spread over several previous Council meetings.
- 5.2.12 The business case will be circulated to the Council and feedback collated. A small group would review the responses before a final decision. Volunteers for the group were DD, JMck, PvdB, MH, AP and GC.

### **5.3 2020 Budget including 5-year Plan**

- 5.3.1 The current draft of the 5-year plan was discussed and changes to the reserves policy approved at the Resources Committee explained. The migration over to the new investment policy had been discussed by the investment advisors, Lane Clark Peacock (LCP), PH, DD and MB and it is expected to be implemented by the end of the year.
- 5.3.2 Trustees noted that for the first time in a number of years expenditure will be higher than income as we gear up to deliver the new strategy, but that we will remain within the Reserves limits.
- 5.3.3 RY presented the 2020 budget, noting the recommendation of the Resources Committee. Council approved the 2020 budget.

## **6 ITEMS FOR INFORMATION (taken as read unless unstarred)**

### **6.1\* Senior Officers' Committee (13 November 2019)**

This report was noted without discussion.

### **6.2\* Remuneration Committee (13 November 2019)**

This report was noted without discussion.

### **6.3\* Education Committee (8 November 2019)**

This report was noted without discussion.

### **6.4\* Nominations Committee (5 November 2019)**

This report was noted without discussion.

### **6.5 Resources Committee (5 November 2019)**

- 6.5.1 AP asked for confirmation of how performance related pay awards were made and the overall cost. It was explained that staff rated as exceeding expectations received 3.5%, meeting expectations 2.5%, developing 1.5% and not fulfilling expectations 0%. The overall increase was 2.54%.
- 6.5.2 AP also asked what the outcome of the staff survey was. Overall positive engagement scores are good with some challenges to address and key areas to celebrate. RY explained that the response rate was 72% with good levels of participation by all teams. The most positive scores were for flexible working, health and wellbeing, and line management. Areas for development were



employee voice by strengthening the staff association, how organisational decision-making works and how to access training and learning. The results of the staff survey are being put into the business transformation programme led by the Senior Management Team with different strands of work involving staff from across the organisation and at all pay bands.

**6.6\* Audit & Risk Committee (1 November 2019)**

This report was noted without discussion.

**6.7\* IOP Publishing Ltd Board (25 October 2019)**

This report was noted without discussion.

**6.8\* Science & Innovation Committee (16 October 2019)**

This report was noted without discussion.

**6.9\* Diversity & Inclusion Committee (10 October 2019)**

This report was noted without discussion.

**6.10 Membership Committee (9 October 2019)**

6.10.1 MT reported that the Membership Committee are keen that the Groups and Branches have trained diversity champions on their respective committees to ensure volunteers understand the requirements. BF and MH agreed that this should be reviewed to see how it could be implemented and progress tracked at the next Membership Committee meeting.

**6.11\* Updated Policy Brief**

This report was noted without discussion.

**6.12\* Update on Africa Programme**

This report was noted without discussion.

**6.13\* Register of Interests**

This report was noted without discussion.

**7 ANY OTHER BUSINESS**

The Executive are considering moving the AGM to coincide with the Awards ceremony at the end of June 2020. Trustees will be updated once a decision is made.

RY informed Trustees that before May Council dinner, Trustees are invited to attend a lecture by the German Physical Society who will be celebrating their 175<sup>th</sup> Anniversary. The lecture will be followed by the Council Dinner where the leadership DPG will join.

It was also agreed that the November 2020 Council and the preceding dinner will be held by IOP Publishing in Bristol.

**8 DATE OF NEXT MEETING**

2-day Council meeting  
12-13 February 2020, Belfast, to co-incide with the NI Science Festival.

*Council Dinner with DPG leadership Wednesday 6 May 2020 19.00-22.00*  
Council Meeting Thursday 7 May 2020 09.30-15.30  
37 Caledonian Road, London, N1 9BU

Council Meeting and AGM Wednesday 22 July 2020 09.30-16.00  
37 Caledonian Road, London, N1 9BU (unless AGM is moved to coincide with the Awards Event on 29 June 2020)

*Council Dinner Wednesday 25 November 2020 19.00-22.00*  
Council Meeting Thursday 26 November 2020 09.30-15.30  
IOP Publishing, Temple Circus, Temple Way, Bristol, BS1 6HG