

Minutes of the Meeting of the Institute of Physics Council
held at 10.00 a.m. on 24 February 2021
by videoconference

Trustees Present:

Jonathan Flint	President and Chair of the Meeting
David Delpy	Honorary Treasurer
Brian Fulton	Honorary Secretary
John Bagshaw	Vice-President for Business
Martin Freer	Vice-President for Science & Innovation
Lisa Jardine-Wright	Vice-President for Education
Mark Telling	Vice-President for Membership
Tariq Ali	Member
Peter van der Burgt	Co-opted Member
Gayle Calverley-Miles	Member
Tamara Cleford	Member
Claudia Eberlein	Member
Wendy Flavell	Member
Martin Hendry	Member
June McCombie	Member
Alix Pryde	Member
Anne Tropper	Member

Apologies:

Sheila Rowan	President-elect
David Boyce	Member

In Attendance:

Paul Hardaker	Chief Executive Officer
Rachel Youngman	Deputy Chief Executive
Tony McBride	Director of Policy and Public Affairs
Steven Hall	Managing Director, IOP Publishing
Antonia Seymour	Managing Director elect, IOP Publishing
David Howitt	Head of Governance and Compliance
Alice Murphy	Partner, Mason Hayes & Curran LLP (for trustee training only)

1 Welcome, Apologies and General Updates

- 1.1 Following a closed session of trustees and then with the CEO, the Chair welcomed everyone to the Meeting.
- 1.2 Apologies had been received from Sheila Rowan and David Boyce.
- 1.3 The Chair noted that this was Steve Hall's last meeting as Managing Director of IOP Publishing as he would be retiring on 5 March. The Chair noted that the IOPP Board would have the opportunity to mark Steve's retirement but, on behalf of Council, he thanked Steve for all he had done to grow and develop the Publishing Business, and also for his contribution to the national debate about learned society publishing and the UK's policy on open access.

2 Conflicts of Interest

Previous conflicts declared were noted. No Trustees identified any conflicts pertinent to the matters to be discussed in this Meeting. The Chair thanked all trustees for recently updating or confirming their Declaration of Interest Statements.

3 Minutes and Action Status Report

- 3.1 The draft minutes and proposed redactions from the Council Meeting held on 26 November 2020 were reviewed and approved and the minutes were authorised to be signed by the Chair, subject to the correction of the name of John Bagshaw and some minor corrections highlighted by Steve Hall to the section on the IOPP presentation.
- 3.2 There was a discussion about whether, going forward, it would be more appropriate to continue with publishing redacted minutes on the IOP public website as at present or to instead prepare for publication a separate summary report of the meeting. It was decided to continue with the current approach as it was felt that was the most transparent and gave members the best level of information about Council proceedings.
- 3.3 The Actions Status Report was reviewed and it was noted that all actions were either complete or were being progressed.

4 Governance Review and Recommendations for Change

- 4.1 Brian Fulton introduced this matter, setting out the history and background to the review, its scope and the methodology followed. Rachel Youngman as Executive lead for the review then reported in more detail on the matters considered and recommendations reached.
- 4.2 The Chair then led Council through each of the recommendations in the Council paper.
- 4.3 After due discussion and careful consideration, Council noted the paper as presented and:
 - (a) approved the core governance structure as outlined in the appendix to these minutes;
 - (b) requested that the structure diagram for the membership, engagement and national committees be reviewed to better reflect the different roles of the groups in that structure;
 - (c) agreed that the size of Council should currently remain at 18 elected places (with a minimum of 17 as required by the Bylaws) and up to 3 co-opted places, noting that this was to ensure diversity of representation by elected members through the nominations process;
 - (d) noted that there was a three to five year goal to reduce the size of Council whilst retaining diversity and that the target and progress towards a

recommendation to reduce the size of Council would be defined and monitored by the Inclusion and Diversity Committee based on a skills, experience, and diversity audit to identify gaps and imbalances and steer future nominations;

- (e) agreed that Council and its Committees collectively should reflect the diversity of the membership and, whilst it was recognised that there was (other than proactively encouraging a greater diversity of members to self-nominate for election) limited opportunity to do that through the current largely elected process to Council, and that the three co-opted roles were largely to address identified skills gaps, there was the opportunity to do this through the committee and advisory group structures and it was agreed that this should be pursued to improve diversity in the IOP's governance structures;
- (f) agreed that, in recognition of the IOP's role as the National Physical Society for Ireland, where it must discharge its responsibilities with international bodies formed under the UN and with the European Physical Society, and in line with current practice, one co-opted seat should (if no trustee from Ireland was appointed through the normal election process) continue to be designated for Ireland, appointed by Council upon recommendation of the Ireland National Committee. Council further noted that it would review this position, and consider whether in future a non co-opted role should be reserved for a representative from Ireland, but that it would not do so until such point in the future as it was considering wider issues about the size of Council;
- (g) agreed that the Senior Officers' Committee (SOC) should be replaced, with immediate effect, by a planning meeting attended by the President, President-elect, Honorary Secretary, Honorary Treasurer and the Vice Presidents, with the purpose of such meeting being to discuss and agree with the Executive plans for the next upcoming Council meeting;
- (h) agreed that the Council, with advice from the Inclusion and Diversity Committee and Executive, would, with clear reference to the Code of Conduct, set out to the membership the business case for diversity and inclusion, with the expectations of what an inclusive organisation means, particularly in seeking and welcoming diversity, in order to ensure consistency across all parts of the organisation (including Groups, Nations and Branches and all Committee roles) with a supportive member peer and Executive support system to achieve those standards;
- (i) agreed that there should be set out in a Council communication to members, the governance framework and different ways members may get involved, with the communication stating the distinction between trustees and committees (that had a formal, statutory responsibility under the IOP's Royal Charter and by licensing bodies) and advisory groups (that make sure that trustees and Council are informed by the membership on topical issues affecting the membership and the physics community more widely);
- (j) agreed that, to improve transparency and the diversity of voices that inform Council, a Council's Member Advisory Group should be formed and that in relation to such Group:
 - (i) the membership would comprise member representatives from each nation, groups, branches, different member categories, stages of career including into retirement, and diversity of background such as

- representation from the Blackett Lab Family Group, LGBTQ+ Group and members with disabilities;
- (ii) it would be chaired on a two-year appointment, by the President-elect in their final year and continuing through their first year as President. The Vice Chair of the Group would be the Vice-President for Membership. Meetings would be held in order to help inform the Council agenda; and
 - (iii) final terms of reference and the means to appoint members would be considered in more detail during the implementation planning phase and would be brought back to Council for final approval in May 2021;
- (k) agreed that a new Inclusion and Diversity Committee should be established, with responsibility for monitoring progress of diverse representation and inclusion across the IOP and recommending change to Council and that, in relation to such Committee:
- (i) membership would reflect the diversity of physicists by background, stage of career, and characteristics;
 - (ii) it would be chaired by a Special Representative to Council for Inclusion and Diversity, appointed by Council for their expertise that might not otherwise be available on Council (this replacing the current Committee Chair role);
 - (iii) the Special Representative would serve for two years to ensure a rotation that would reflect the diversity of members;
 - (iv) the Special Representative would attend at least two Council meetings a year to discuss progress but would not be a member of Council and would be an unpaid role;
 - (v) two trustees would also be members of the Committee; and
 - (vi) a role description for the Special Representative to Council for Inclusion and Diversity would be drafted for approval at the May Council meeting;
- (l) agreed that the Honorary Fellows Committee, the Technician Fellows Committee, and the Awards Committee should become advisory groups to the Nominations Committee and would advise the Nominations Committee on the awarding of Honorary Fellowships, Medals and Prizes which the Nominations Committee would then approve on behalf of Council;
- (m) agreed that the title Vice-President for Education should be renamed Vice-President for Education and Skills, to reflect the diversity of education and training pathways for physicists and connection to future skills requirements of employers;
- (n) agreed that the Vice-Presidents' Committees should change to advisory groups so that they could draw upon the expertise of the membership as required for different discussion topics;
- (o) agreed that, to increase the connection between the members and elected members of Council, each Vice-President should undertake a series of visits during the year, noting that in 2021 these would be virtual and, subject to any restrictions, would move to a hybrid model in 2022 and thereafter (with a summary of discussions at such meetings being published to all members subject to any discussion held under Chatham House rules);

- (p) agreed that all appropriate governance minutes and reports of governance meetings, redacted where appropriate, would be published on the IOP public website and that Group and Branch Committees and National Committees would be encouraged to do the same through their newsletters;
- (q) approved the Core Terms of Reference for the Council Governance Committees together with those for the Audit & Risk Committee (subject to adding greater reference to cyber security), Finance & Investment Committee, Nominations Committee, Professional Development & Accreditation Committee, Remuneration Committee and Inclusion & Diversity Committee, but also delegated authority to the respective chair of each committee to approve on behalf of Council any final amendments to such terms of reference as may be appropriate;
- (r) noted that (in consultation with the Vice-President for Education) a sample scope had been developed for the Education and Skills Advisory Group and that scopes for all advisory groups would be developed with the respective Chairs/Vice-Presidents;
- (s) agreed that all recommendations adopted, whilst not requiring formal membership approval, should be reported back to the membership including at the 2021 AGM and through a communications campaign including reports to the membership on progress; and
- (t) noted that, unless otherwise stated, the above changes would become effective from 1 October 2021.

5 2021 Awards

- 5.1 Paul Hardaker introduced the paper on the proposed changes to the Awards process and the Chair then led Council through each of the recommendations in the Council paper.
- 5.2 After due discussion and careful consideration, Council noted the paper as presented and:
 - (a) agreed that the IOP should continue to increase openness and transparency by publishing IOP Awards data, committees, and processes, on its public website, showing the context for such data where possible;
 - (b) agreed with the proposal to allow self-nominations as well as nominations by others in all Awards for individuals or teams, to open up opportunities to underrepresented communities, noting that:
 - (i) awards panels would be briefed to ensure that whether a nomination was self-nominated or came from a third party would have no impact on its assessment;
 - (ii) self-nomination along with nominator submissions already existed for some medals and prizes;
 - (iii) the bilateral awards with other countries would operate in the same way during the year that IOP nominates and when the opportunity arises, the IOP would look to discuss the processes with sister societies to ensure the IOP works with them towards reflecting the approach taken across all the awards programme; and
 - (iv) workshops would be considered to help with the nominations process both for self-nominations and for third party nominations;

- (c) agreed that equality, diversity and inclusion (EDI) information should be submitted for all nominees at the point of nomination via an EDI standard monitoring form, noting that:
 - (i) individuals who were self-nominating would be asked to complete the form as part of their nomination;
 - (ii) nominees who were being nominated would be automatically contacted once the nomination was submitted to complete the form;
 - (iii) nominees and nominators would always have the option to 'prefer not to say';
 - (iv) EDI information for each nomination would not be shared with the Awards committees or panels and would not be part of the decision-making process;
 - (v) award decisions would only be based on excellence;
 - (vi) EDI data would be anonymised and aggregated to monitor and effect change; and
 - (vii) it would be made clear that the form was not mandatory or a barrier to nomination;
- (d) considered whether awards should be withheld in 2022 if there was insufficient evidence of diversity in the nominations process but concluded that they should not. It was agreed that each year the IOP would undertake an EDI audit on nominations for each award at the beginning of the Awards process, that is before nominations go to the sub-panels for shortlisting or to Committees. Such audit would be undertaken by the chair of the relevant selection panel and a designated trustee and the results of that audit would be presented to Council alongside the outcomes for awards. At the end of the 2021 Awards, the designated trustee and chair of the Awards panel would make a recommendation on a future process for implementation in 2022. Such a process could include the consideration that where no evidence of diversity was demonstrated in nominations (in the first instance on gender and ethnicity), no award would be conferred and nominations received carried over to the following year, if still eligible;
- (e) noted that from 2022 onwards, all awards being made for medals and prizes, including any decisions not to award, would be made by the Nominations Committee on behalf of Council;
- (f) noted that the member diversity of the Awards Committee was already checked, and that that practice would continue as new members were appointed, with members being offered support for making awards if that had not already been undertaken in their professional setting;
- (g) noted that the IOP would continue to report EDI anonymised data at the beginning of the Awards Committee and Panel meetings;
- (h) agreed with the proposal to run a communications and marketing campaign to encourage nominations for people from underrepresented groups, such as from the Black community, from other minority ethnic communities, LGBTQ+ and people with disabilities, with a stronger focus on non-Russell Group Universities from across the UK and Ireland and with targeted media and channels being used;
- (i) noted that there would be a request for all information at the point of submission, including reference, EDI standard monitoring form and agreed citations, this

being a process similar to the Business Awards although it was recognised that the scale of the process and volume of content had been identified as a potential barrier and so the IOP would ensure that the relevant paperwork remained clear and focused;

- (j) agreed with the proposal to change referee requirements from three to two references and remove the requirement for international references for all awards for individuals and teams, although it was agreed to make it clear that international referees were welcomed (but not mandatory) for Gold Awards and it was agreed that referee requirements would remain as is for the Isaac Newton medal and prize;
- (k) agreed to widen the terms of the Phillips Award for 2021 to include special reference to excellence during COVID; and
- (l) noted that the Executive Team would keep the process under regular review and would take regular feedback from the community.

6 COVID-19 Update

Paul Hardaker presented an update on the IOP's COVID-19 Financial Contingency and Risk Management Plan. His report set out an update on the cash model and how it compared to the 30 March baseline and the remaining unmitigated contractual liability. Also included in the report was an update on staff and the IOP buildings. Council noted the report and commended the exceptional performance of the IOPP in difficult circumstances. It was agreed that a call would be scheduled separately for Paul Hardaker and David Delpy to review the IOP finances in more detail if required following the spring review of the latest IOPP forecasts.

7 Trustee Training

Alice Murphy, a partner with Mason Hayes & Curran LLP, then joined the meeting to give training on Irish charity law and trustee duties following the IOP's application for registration as a charity in Ireland. Her training covered charity law in the Republic of Ireland, an overview of the Irish Charities Regulatory Authority Governance Code and the law and policy on fundraising in Ireland. This was followed by a question and answer session for all trustees.

8 Northern Ireland Charity Application – Expression of Intent Declaration

- 8.1 Paul Hardaker reported that the IOP was planning to register as a charity in Northern Ireland but that the Charity Commission for Northern Ireland was currently prioritising applications for registration from charities which were incorporated in Northern Ireland only. He reported that charities registered outside Northern Ireland but which carried out activities in Northern Ireland were asked to register an 'Expression of Intent'. This necessitated the filing of a questionnaire and a declaration which was required to be approved by the trustees and authorised for submission.
- 8.2 Council carefully considered the Expression of Intent presented to it, approved the information contained in it and authorised Paul Hardaker to submit it to the Charity Commission for Northern Ireland.

9 Financial and Business Reporting and Governance Matters

- 9.1 Council reviewed and noted the Programmes update presented by Tony McBride.
- 9.2 Council further reviewed and noted the reports presented to it of the meetings of the Nominations Committee and the Science and Innovation Committee.

10 Dates of Next Meetings

It was noted that the next meetings of Council were scheduled for:

20 May 2021 (on-line meeting - 9.00 am start)

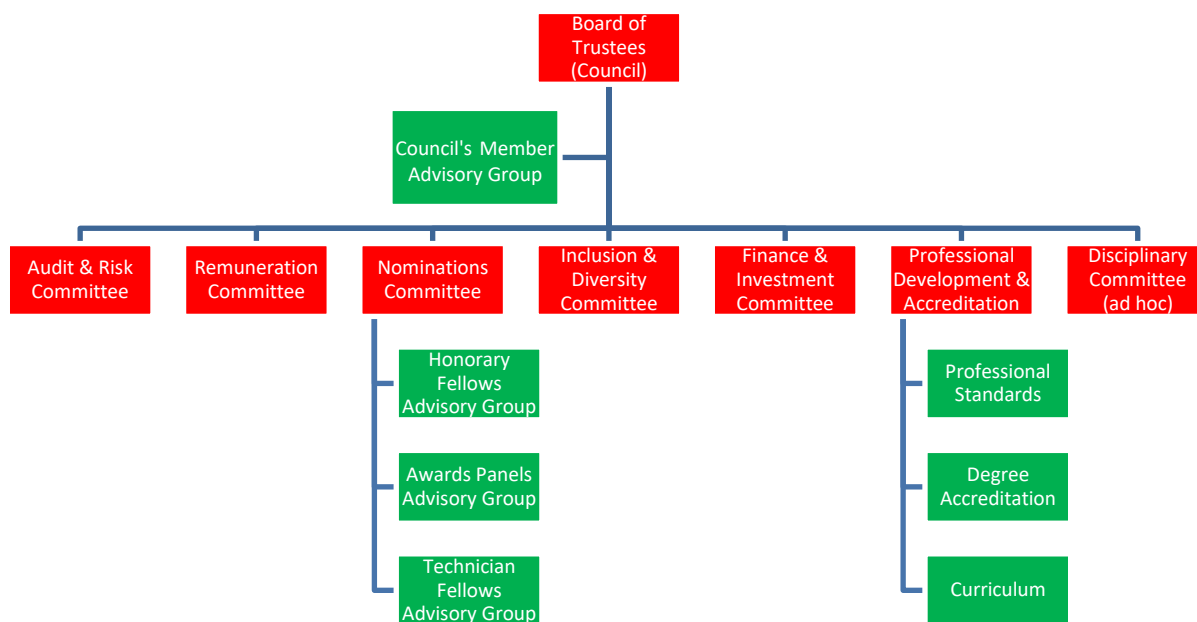
15 July 2021 (on-line Council Meeting and AGM)

11 November 2021 (planning for Bristol or London).

11 Any Other Business and Close of Meeting

There was no further business and so the Chair declared the Meeting closed.

Appendix



Red boxes indicate a Council/Committee with a formal governance function.