

Minutes of the Meeting of the Institute of Physics Council
held at 9.00 a.m. on 20 May 2021
by videoconference

Trustees Present:

Jonathan Flint	President and Chair of the Meeting
Sheila Rowan	President-elect
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:

David Boyce	Member
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In Attendance:

Paul Hardaker	Chief Executive Officer
Rachel Youngman	Deputy Chief Executive
Tony McBride	Director of Policy and Public Affairs
Louis Barson	Director of Science, Innovation & Skills
Antonia Seymour	Chief Executive, IOP Publishing
David Howitt	Head of Governance and Compliance
Elizabeth Chamberlain	Head of Policy (for Spending Review paper 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 David Boyce. The meeting was quorate.
- 1.3 Paul Hardaker provided an update on the Dublin property and 33 Caledonian Road (the 'Corner Plot'). He reported that fit-out planning for the Dublin property was going well and was expected to be completed between March and May 2022. An accessibility audit had identified that changes were required to facilitate access to the building for all. Although the building would not be open for business before December, it was hoped to be able to host a Christmas Reception in the building if COVID regulations allowed.
- 1.4 The planning process for the Corner Plot had slowed. The matter was going to public consultation in June and in four to six weeks a full planning application would be submitted. He reported that it was hoped to be able to use the building for physical workshops and lab space for schools and colleges. That would require a financial commitment and as a decision may be needed before the July Council meeting, it may have to be dealt with outside the regular Council cycle. It was noted that as much flexibility as possible should be included in the proposed use of the building so that it did not overly constrain the IOP in future years. It was noted that it was not straightforward to obtain consent for change of use from a public house and that if the application was not successful, it may be necessary to licence out the ground floor and use the upper floor for rentable office space for partner organisations.

2 Conflicts of Interest

Previous conflicts declared were noted. Brian Fulton noted that an update on the Council Elections process was scheduled for later in the meeting and, as he was standing for re-election as Honorary Secretary, he would excuse himself from the meeting at the relevant time if there was any potential conflict. No Trustees identified any other conflicts pertinent to the matters to be discussed in this Meeting.

3 Minutes and Action Status Report

- 3.1 Subject to one clarification on paragraph 4.3(p) thereof, that the reference to meetings and reports being published should be to all appropriate governance minutes and meetings, the draft minutes and proposed redactions from the Council Meeting held on 24 February 2021 were reviewed and approved and the minutes were authorised to be signed by the Chair.
- 3.2 The Actions Status Report was reviewed, and it was noted that all actions were being progressed.

4 Annual Report and Accounts and Letter of Representation

- 4.1 Paul Hardaker introduced this paper and reported that the Annual Report and Accounts and Letter of Representation were both presented for approval. They had both previously been circulated to all trustees on 1 May, with trustees invited to submit comments. They had also been reviewed by the Audit & Risk Committee and the Resources Committee. All comments received from individual trustees and from the two Committees had been addressed and were noted in the paper included in the meeting pack. In addition to comments from trustees and committees, minor typographical errors had been identified and addressed and those were summarised for the meeting. He also reported that, since the Annual Report and Accounts had been included in the Council pack, two amendments had been made; one to show the forthcoming appointment of Sukhraj Dhadwar as CFO in the table showing the Executive and Senior Management Team, and an additional sentence added in the

IOPP section of the Financial Review to state that IOPP pays all of its taxable profits for the reporting period to the IOP under the gift aid scheme.

- 4.2 He reported that minor changes had also been made to the Letter of Representation, reducing the useful life of freehold property from 50 to 45 years in the Summary of Unadjusted Differences and adding University of Reading as a Trustee/ Director Related entity.
- 4.3 It was noted that the Annual Report and Accounts and Letter of Representation were both recommended by the Audit & Risk Committee (which had focussed on audit, risk and controls matters) and by the Resources Committee (which had focussed on the financial statements).
- 4.4 There followed a detailed discussion about both the Annual Report and Accounts and Letter of Representation, which included a discussion on the paragraph in the Financial Review on the ethical investment policy and it was agreed to amend this to state how responsibility for managing the investment portfolio was delegated and implemented. There was also a discussion on the Gender Pay gap data. It was reported that both the IOP and IOPP had a strong focus on reducing the gender pay gap and much work had been undertaken in this area. It was agreed that a more detailed breakdown of the data would be brought to a future Council meeting.
- 4.5 After full discussion and careful consideration, Council:
 - (a) approved and authorised for signature and issue by the President, Honorary Secretary and Honorary Treasurer, the Annual Report and Accounts (subject to the amendment of the ethical investment paragraph as set out above);
 - (b) approved and authorised for signature by the President, the Letter of Representation;
 - (c) noted that such documents will be signed by DocuSign; and
 - (d) noted that the Annual Report and Accounts will in due course be published to members and will be submitted to the Charity Commission and Office of the Scottish Charity Regulator.

5 Risk Register

- 5.1 Paul Hardaker introduced the Risk Register and explained that it had been updated and set in a new format to present a stronger articulation of the IOP's risks, with a number of summary tables for ease of reading. Council welcomed the updated format and requested that updates be brought to the July Council Meeting on the following two risks:
 - (a) Cybersecurity and data security; and
 - (b) Safeguarding (including regarding volunteers).

6 Annual General Meeting

- 6.1 Paul Hardaker introduced this matter and explained that, whilst there was nothing in the Bylaws and no current legislation in force enabling the holding of virtual AGMs, a physical meeting was not considered practical or safe for members, staff or trustees with the on-going COVID situation. He reported that the Charities Commission had issued helpful guidance (which was appended to the Council paper) stating that if a charity decided to hold a virtual meeting in the current circumstances, then the Charity Commission would understand. He reported that a virtual meeting would open attendance up to all members and would enable members to vote in advance of the meeting or in-meeting, and enable them to submit electronic questions during the meeting. It was therefore considered an appropriate measure to give members the

opportunity to vote and raise questions, thereby taking part in the democratic process, but at the same time keeping members, staff and trustees safe.

- 6.2 He reported that a virtual meeting was therefore the recommended solution and that it was proposed to use Mi-Voice to do both the voting and the virtual AGM this year rather than splitting the roles between Mi-Voice and Lumi as in 2020.
- 6.3 Mark Telling presented the separate paper on the proposed membership fees for 2021 and set out the background and rationale to the fees in the proposed resolution for the AGM which had been approved by the Membership Committee. This was duly discussed.
- 6.4 After full discussion and careful consideration, Council:
- (a) approved that, as a consequence of continuing COVID-19 risks and restrictions, and notwithstanding provisions in the Bylaws, to ensure democratic process, good governance, and the safety of members, staff and trustees, the 2021 AGM should be held as a virtual meeting on 15 July 2021;
 - (b) noted the Charity Commission statement on the holding of virtual meetings in 2021;
 - (c) approved the resolutions set out in the paper for submission to the members at the AGM (noting that the re-appointment of PwC as auditor was recommended by the Audit & Risk Committee and the membership fees were recommended by the Membership Committee); and
 - (d) noted the appointment of Mark Telling and Lisa Jardine-Wright as scrutineers for the Council elections and AGM.

7 Governance Review

- 7.1 Brian Fulton presented this item and reported that most matters on the Governance Review had been approved by Council in February, but a small number of matters had been taken away, had been reviewed by a sub-group of trustees, and were being brought back to Council. These were as follows:
- (a) Updated structure chart for the Council's Members Advisory Group: this was duly noted;
 - (b) Council's Members Advisory Group Terms of Reference: there was some discussion on these Terms of Reference, particularly on how the membership would be determined, how representatives from groups would be selected, how agendas and matters for discussion would be set (and by whom) and how to manage advice/ recommendations from the Group. It was agreed that these questions would all be considered, and a revised draft brought back to the July meeting of Council for approval;
 - (c) Inclusion & Diversity Committee Terms of Reference: after some discussion on the name of the Committee, these Terms of Reference were approved;
 - (d) Representative to Council for Inclusion and Diversity Role Description: this was approved subject to further consideration being given to the reference to 'lead by example' in the characteristics required. It was confirmed that any appointment would be subject to approval by Council.

8 Awards

Paul Hardaker presented an update on the awards process. He reported that nominations had been at about 80% of levels for 2020 but with a much more diverse field: 18% of nominations were self-nominations and 60% of nominees had completed an EDI form. There had been nominations from all Nations and Regions. He reported that it was expected to close the process and announce the award winners in October. Council discussed the results reported and noted the improved diversity of nominees. It was agreed that further information on the diversity of nominees would be prepared and issued to trustees.

Elizabeth Chamberlain joined the meeting.

9 IOP's Approach to the Spending Review

9.1 Martin Freer introduced this paper. He reported that, traditionally the IOP Policy Team had taken a reactive approach, responding to consultations and government questions as they arose, but was now looking to take a more proactive approach including leading on key messages for the upcoming spending review.

9.2 Tony McBride then set out the three key elements for the submission, being:

- (a) an articulation of the social and economic impact of physics;
- (b) identifying areas with the potential for growth and economic and social returns; and
- (c) creating and sustaining the conditions for physics research to flourish.

9.3 There then followed a detailed discussion on the proposals for the submission, including a recommendation that the submission should have a greater business focus (including technicians), have a more dynamic message, and include greater analysis of the impact of the COVID crisis on skills and learning, particularly in STEM areas.

9.4 It was noted that the submission would be updated and refined and would be brought back to a future meeting of Council.

Elizabeth Chamberlain left the meeting.

10 Programme Reporting and Impact Centre

10.1 Louis Barson presented an update on the key IOP programmes, setting out a summary of the key priorities for the second year of the IOP strategy and key aspects of each of the four IOP programmes.

10.2 Louis Barson then introduced the new IOP Impact Centre which was to be the new reporting tool to members, reporting on tangible examples and real-world impacts from the implementation of the strategy. The site was ready to go live; it was currently only partially populated but would be more complete by July. It was reported that, as the content was being developed, there would just be a soft launch of the site but that the longer-term plan for the site was to embed video, audio and infographics, using the voices of others where possible, to bring the IOP strategy to life. Trustees were asked to give any feedback on the site to Louis Barson and Rachel Youngman.

10.3 There was a discussion about the main IOP website and IOP Connect and some concerns about its fitness for purpose. It was reported that work was ongoing to improve the IOP's digital programme and the experience of using the website for members and it was agreed that an update on the IOP's overall digital programme would be brought to a future meeting of Council.

11 COVID-19 Update

- 11.1 Paul Hardaker presented to the Committee an update on the COVID-19 Financial Contingency and Risk Management Plan which was duly noted.
- 11.2 He provided an update on people and building issues and future ways of working.
- 11.3 He then set out the five-year cash plan, cashflow and investments and reported that the five-year cash plan was robust. He reported that the Group carried significant cash reserves, which did fluctuate through the year, but it was on course to meet its targeted reserves. The five-year cash plan included a baseline and risk envelopes and was such that, even if in 2022 all forecast expenditure was incurred and all risks materialised (which would include all potential property overrun costs) the ability to defer discretionary expenditure would mean that the reserves limit would not be breached. Cash balances were actively monitored to ensure that reserve limits were not breached.
- 11.4 In response to a question, it was reported that staff had coped and performed very well during the pandemic, but many had struggled, particularly where their home circumstances were not conducive to working from home. A strong support package had been put in place for all staff, including an enhanced Employee Assistance Programme and strong staff engagement. It was reported that there had been concerns raised by staff about behaviours by some members, but these were being managed appropriately. Other organisations had reported similar problems during the pandemic.
- 11.5 As a future working model, the IOP was looking at a very flexible model with flexibility on where and when people work, albeit building in appropriate collaboration time. The IOPP had different operational requirements and so was likely to be looking at a more hybrid model with some office-based working required.
- 11.6 There was some discussion about whether there would be any planning permission or section 106 issues with the move to a flexible working model, but it was confirmed that none of the planning or section 106 obligations would be impacted.
- 11.7 It was noted that this would be the final COVID report but that, in future, reports would continue to be provided on the five-year cash plan, cash flow and investments.

12 Governance and Compliance Matters and Committee Reports

- 12.1 After due discussion and consideration regarding various governance matters, Council resolved to:
- (a) note the new Conflicts of Interest Policy applicable to trustees and others;
 - (b) approve the IOP Group Anti-Slavery and Human Trafficking Statement for the Financial Year Ending 31 December 2020, and authorise its signature by the President and CEO, noting that, when approved and signed, it would be published on the IOP Website and added to the Home Office's Modern Slavery Statement Registry; and
 - (c) note the Council elections update, specifically that:
 - (i) in total, 46 nominations had been received for the six Council vacancies, with these coming from a very broad cross section of the membership;
 - (ii) of the 46 nominations received, the Nominations Committee determined that four should not be put forward into the election process as they fell significantly below the requirements of the relevant role description;
 - (iii) the Nominations Committee agreed that elections for all roles should be held on a first past the post system;

- (iv) the elections timetable would run to a similar timeline to previous years, currently scheduled to be open from 14 June until 9 July, with results announced at the AGM on 15 July; and
- (v) Mark Telling and Lisa Jardine-Wright were appointed as scrutineers for the elections process.

12.2 Council noted the Board and Committee reports presented.

13 D&I Considerations from this meeting

13.1 The following D&I considerations arose from this meeting:

- (a) whether the request for 'know your client' data on trustees (which had been discussed outside the meeting) may deter some members from standing for Council; and
- (b) the implications on D&I of which matters are prioritised for the spending review submissions.

14 Any Other Business and Dates of Next Meetings

14.1 It was agreed that there would be a specific discussion on education at the next meeting of Council.

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

- (a) 15 July 2021 (on-line Council Meeting and AGM); and
- (b) 11 November 2021 (Bristol with optional dinner the night before, but only if COVID conditions allowed).

14.3 It was noted that it was also proposed to hold a strategy meeting of Council in September, to include a review of IOPP strategy.

15 Any Other Business and Close of Meeting

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