

**COUNCIL
Burlington House
Thursday, 12 March 2020
11.30 am**

Strategic Discussion at 11.30 am

The strategic discussion held before the formal meeting of Council focused on two issues:

1) An unscheduled update from Mr Ruadhri Duncan, Sarasin & Partners, on the impact COVID-19 is having on the markets; and 2) an update from Dr Stephen Johnson on Governance Reform.

1. Covid-19 and the Society's portfolio

a. The Treasurer gave an update on the value of the Society's portfolio: from £15,370,336 on 3rd March 2020, it had fallen to £14,761,806 on March 10th, and 14,610,863 on March 11th. It was noted that this 4.5% drop was unavoidable, and that the long-term economic impact of Covid-19 is still unclear.

b. Mr Ruadhri Duncan (RD) reported that the impact of the virus is still unknown. Factors such as bank loans which are unable to be paid back will have an effect on the whole market. More positively, the Society's portfolio is a long-term investment that has delivered good yields: while there is current volatility, income should be fine for the next 18 months. Sarasin will make small changes as necessary.

c. The Gen. Sec. noted that if the government accepts the learned societies' offer for a long lease on our apartments at Burlington House, the cost to the Society would be c.£5.3m; c.£4.6m can potentially be raised by the transference of ownership of objects on long-term loan to national museums; £700k-£1m would therefore be needed, with c.£300k of that already budgeted as surplus at the end of 2021. There will be time to raise this, so it is not needed immediately.

d. RD reported that £1.4m (10% of the fund) is in medium reserves already so will be available in 18 months.

e. As this was RD's last attendance in person at Council, he was thanked warmly by the President and Treasurer for this update and previous reports.

2. Governance Reform

Papers having previously been circulated, Dr Stephen Johnson (SJ) presented on the progress made, highlighting issues for discussion and agreement.

Statute Reform 2020 suggests specific text to replace paragraphs of the 2015 Statutes to provide for the establishment of an Ethical Conduct Panel, and to remove Section 3 of Order

2 on the exceptions to online voting in matters of misconduct. It also outlines a new Order 4 on Ethical Conduct and a disciplinary process. Finally, it lays out Terms of Reference for a new Panel including Procedures for Investigation and Determination of Misconduct, and the Appeals process.

- i. Suggested changes to Statutes 2.5 and 2.6 were agreed.
- ii. Council discussed the suggested revisions to Statute 4.8 on the removal of a Council member:
 - a. Tom Murdoch's amendment to 4.8.7 changing 'for just cause' to 'for reasonable cause' was agreed.
 - b. There was debate about how to handle a case where Fellows might call an EGM in order to vote on the removal of a Council member:
 - i. It was agreed that 10% of the Fellowship should be required to call an EGM; however, it was left unresolved as to whether this should be added to the current Statute reforms or treated separately.
- iii. Council approved the suggested new paragraph 6.7 to be added to the Statutes.
 - a. It was agreed that the Chairs of the Ethical Conduct Panel and the Appeals Panel should both be Fellows. It was also agreed that the members of the Appeals Panel should be different from the members of the original Ethical Conduct Panel.
 - b. It was agreed that in the case of appeals, the Society should bear the costs if the appeal is upheld on behalf of the complainant; and that if the appeal goes against the complainant, the Society 'reserves the right' to charge him/her with the costs.
- iv. In relation to Tom Murdoch's comments on Order 4, para.3.1: Council agreed that the changes cannot be applied retrospectively, and that this should be made clear in the consultation. Murdoch's other suggestions were deemed minor and were approved.
- v. Council agreed that the Ethical Conduct Panel would be a standing committee comprising seven (7) members, five (5) of whom will be Fellows, including the Chair. The Chair will be a 'senior' Fellow with a minimum five (5) years membership. Two (2) members will be non-Fellows. It was further agreed that the Chairs of both the Ethical Conduct Panel and Appeals Panel do not require to be legally qualified, but that legal advice can be provided as necessary to support their roles.
ACTIONS: If/when the arrangements come into force, a call will be made for volunteers to serve on both Panels. The Gen. Sec. will look into identifying non-Fellow members, perhaps from the other courtyard societies.
- vi. Council approved the suggested Terms of Reference for the Ethical Conduct Panel. It was agreed that sanctions available would comprise: a) formal reprimand or a warning letter; b) suspension up to a maximum period of 12 months during which period the Fellow has to pay his/her subscription fee but will not have access to any services or benefits; and c) expulsion from the Society.
It was also agreed that it should be added to the ToR that a Council member found guilty of ethical misconduct must cease to be a trustee.

vii. Everything else in SJ's paper was agreed in principle, to be signed off in the formal Council meeting. A timetable is to be agreed. The Gen. Sec. will instruct Tom Murdoch to draft a letter to the Privy Council Office as good practice.

viii. Council thanked SJ warmly for his impressive work on this project.

Formal Meeting at 1.30 pm

Mr Paul Drury, President, in the chair

Present: Mr Stephen Dunmore, Treasurer
Prof. Christopher Scull, Director
Dr Heather Sebire, Hon. Secretary
Dr John Maddison, VP
Mr Duncan Brown
Dr John Cooper
Prof. Vincent Gaffney
Dr Sam Lucy

In attendance: Mr John Lewis, General Secretary
Mr Jerry Gweme, Head of Finance and Operations
Ms Dunia Garcia-Ontiveros, Head of Library and Museum Collections
Dr Linda Grant, Governance Officer

Apologies: Elizabeth Hallam-Smith, Emma Carver, Alan Lloyd, Barney Sloane

1/20 Health and Safety Matters
Nothing to report.

2/20 Minutes and Matters arising
i) The minutes of the Council Meeting of 12 December 2019, having been circulated, were agreed and signed.
ii) The following matters arising were noted:
[Council/Strategic Discussion/2c] Funding is now available for an archivist who will start cataloguing the minutes of Ordinary Meetings or Fellows' correspondence.
[Council Strategic Discussion/3c] The Library survey of Fellows has not yet been done.
[Council/Strategic Discussion/3f] The costs for JSTOR have now come in, Library staff are checking the best package for the Society. Staff are also seeing vendors and getting quotes for the photocopier/overhead scanner.
[46/19 iii] Council accepted the recommendations of SJ's paper on Statute Reform 2020, with the amendments noted above.

ACTION: Gen. Sec. to produce a Gant chart modelling the timetable.
[46/19 iv] The Director expressed some concern about the relationship between Council and the informal dining groups. It was agreed that the rubric in the Trustee Induction Pack should clarify that trustees act for the benefit of the Society and that they do not represent any other groups on Council.

ACTION: Governance Officer to update Trustee Induction Pack.

3/20 BH Lease Update

The President and Gen. Sec. reported that following a meeting with the courtyard societies, an offer had been made to the Government for a long-term 125 year lease at a peppercorn rent.

- i) The proposal is from all the Societies, with the Royal Society of Chemistry having an option whether to be included or not.
- ii) It is based on an offer of [redacted], of which [redacted] would be the cost to the Society.
- iii) An estimate of the Society's share will be offered as a transfer of ownership of objects currently on long-term loan to national museums. It was noted that this might have an impact on museum accreditation, but is mitigated by the fact these objects have been on long-term loan in national museums rather than available in BH, and would be transferred to public collections.
- iv) Government response is expected in three months. The June 2020 Council meeting will take stock of the Government response, and move to planning next steps.
- v) There was some debate about whether a PR campaign should go ahead and how best to make contact with ministers in the new Government. It was agreed that the PR campaign should be on hold until a Government response is received, but be ready to proceed in case of Government refusal of the proposal.

4/20 Strategic Business Plan: Quarter 4 Progress Report

The Gen. Sec. reported:

- i) There are still some legacy issues with the website, especially around balloting.
- ii) Arrangement for the summer exhibition are proceeding well: a press release is ready for distribution; ticketing is ready. Dominic Wallis was congratulated on fundraising.

5/20 Treasurer's Report

The Treasurer commented on the report given by Ruadhri Duncan in the earlier Strategic Discussion:

- i) The recent plunge in the portfolio's value is concerning, and market volatility should be expected to continue for at least the next six months and possibly longer.
- ii) The Treasurer asked Council whether a) the Society should cut its losses, take the money out of the portfolio and look at reinvesting elsewhere, preferably at the bottom of the market; or b) stick with Sarasin and the present portfolio. The Treasurer's own advice was the stick with the present portfolio in the understanding that it is a long-term investment which has performed well over the previous 18 months.
Council agreed to stay with the current portfolio and investment strategy.
- v) A paper having been previously circulated, Council discussed the Ethical Investment Policy previously reviewed by Finance Committee. Concerns were expressed about environmental issues and investing in companies who may take up to 10% revenue from pornography, even if their main business is unrelated (e.g. hotels). Ruadhri Duncan/Sarasin will suggest a form of words to clarify investments in these areas, and the Ethical Investment Policy will come back to the next Council meeting in June 2020 for approval.

ACTION: Head of Finance/Operations to liaise with Sarasin over wording of Ethical Investment Policy and include reference to it in our statutory annual report.

- vi) Q3 Management Accounts to December 31 2019, having been recommended to Council by Finance Committee and previously circulated, were approved.
- vii) The 2020-21 budget, having been recommended by Finance Committee and previously circulated, was approved.
- viii) The Head of Finance & Operations noted that falling market values will have an impact on the budget. It was agreed that a £600k drawdown should be liquidated immediately.
- ix) It was also noted that room hire cancellations due to Covid-19 had not been modelled in the budget: this accounts for c.£100k p.a. revenue. It was unclear

whether this loss would be covered by insurance given that the cancellation of events was directed by Government.

6/20 Director's Report

Minutes of the February 2020 Research Committee having been previously circulated, the Director reported:

- i) Research grants of £150k had been awarded to 37 of 77 applications. The process had been smooth, and the Committee were pleased with the variety and quality of applications. The Committee felt that they had well met the criteria of giving money to support Early Career Researchers and projects where the Society's money made a positive impact on whether the project could go ahead at all.
- ii) On the accumulated underspend from the Janet Arnold Fund (c.£120k): as previously discussed, the Director had wanted to transfer this money to the Open Grants Fund but the situation between the Charity Commission and the Society's lawyers became increasingly complex. Instead, in the 2021 Research Grants round, 2-3 3-year bursaries will be made available from the Arnold Fund.
- iii) Dr Adrian Olivier and Prof. Rosemary Sweet have both retired from Research Committee following the February 2020 meeting. Dr John Cooper was approved by Council to take up one of these vacancies. Any suggestions for the second member should be sent to the Director (ideal criteria: academic excellence, a broad view of the sectors covered by the awards, preferably female and under 50 in view of gender and age balance on the committee).
- iv) The upcoming seminar '100 Years of Female Fellows' to mark International Women's Day was noted, with bookings looking buoyant.

7/20 Secretary's Report

Minutes of the February 2020 Library and Collections Committee having been previously circulated, the Hon. Sec. reported:

- i) [Lib/Coll 7/20] On the digitisation of slides, Matthew Reeve had ignored Heather Rowland's email asking him not to proceed with a grant application without further discussion with SAL and her replacement. As a result of the handover gap, the backstory to this request didn't go to Library & Collections Committee. At a separate meeting, the Officers agreed that if there is a benefit to the Society, the project can go ahead if a constructive way forward can be found, and that if the grant covers all the costs: this was agreed by Council. The Director remarked that this case highlights the expectation on behalf of some Fellows that they own the collections: it was agreed that Council would support staff where necessary in correcting this attitude.
ACTION: Gen. Sec. to write a formal communication to Mr Reeve.
- ii) Museum Accreditation documents having been circulated, the Hon. Sec, Head of Library and Museum Collections, and Museum Collections Manager were congratulated on the fine work done. It was noted that these need to be submitted ahead of the June 2020 Council meeting, so Council approved them subject to minor amendments as necessary.
- iii) The Head of Library and Museum Collections spoke to a paper on the Library Image Service: it currently costs c.10k including staff time to generate c.5k income and so is running at a deficit. Library/Collections Committee had agreed an additional resource for one day a week on a fixed-term contract and to monitor the impact. Council debated the suggested price increases and streamlined process. It was agreed that images in commercial media should be charged at a higher rate than for academic journals, and that it is the applicant's responsibility to demonstrate where the image is to be used e.g. Open Access etc. An increase to photography charges was also agreed. The impact of these changes will be reviewed at a future Council meeting.
- iv) The Head of Library and Museum Collections gave an update on the integrated catalogue platform: a fixed-term Systems Manager is in place, data has been exported and vendors identified. The ideal is to have a system that is integrated with

the Fellows' platform (Connect) and website, with a single sign-on. Council agreed to the plan, authorised HoL&MC to sign up with the vendors and will receive an update at the June 2020 meeting.

8/20 KMPPF

- i) The Gen. Sec. reported that the project is proceeding to plan. The Development Manager was congratulated on being £200k over the funding budget. The exhibition PR campaign is about to be launched.
- ii) The Gen. Sec. also reported that the Planning Appeal had been decided in the Society's favour with the award of full costs, because of West Oxfordshire District Council's unreasonable behaviour.

9/20 Anniversary Nominations

Three nominations having been received for three vacant places on Council (nominees: Nathalie Cohen, Martin Millett, John Hines), there is no need for a ballot to be held, and the nominees will start their term of office on 24th April 2020.

10/20 Nominations, resignations and deaths of Fellows

The Gen. Sec. reported that since 17 October 2019, there have been 12 Fellows deceased, 39 resignations, and 70 Fellows newly elected: the current total is 3,101 Fellows.

This compares with 15 deceased, 23 resignations, 52 newly elected and a total Fellowship of 3,084 in March 2019.

11/20 AOB

- i) Council formally thanked Stephen Johnson for his work on reforming the Statutes.
- ii)

There being no further business, the meeting closed at 15.40pm.

Date of next meeting: Thursday 25th June at 11.30 am

COUNCIL
Via Zoom video-conference
Thursday, 25 June 2020
11.15 am

Strategic Discussion at 11.15 am

The strategic discussion held before the formal meeting of Council focused on diversity, and responded to a paper from the Treasurer, previously circulated, 'Diversity/Inclusivity and Contested Heritage: Growing the Fellowship'.

1. Diversity/inclusivity

- a. The Treasurer introduced his paper which was produced following discussion amongst the officers and Gen. Sec. While the recent global Black Lives Matter protests had given the topic added urgency, diversity has been on the Society's agenda for some time. The paper stresses the need for real and sincere action that is not tokenistic, that is positive rather than just reactive to the present climate, and which recognises the genuine benefits that diversity brings to the Society.
- b. The Director added that diversity/inclusivity is at the core of the Society's charitable objectives and that unless it is engaging with the full breadth of the population, it is not fulfilling those objectives.
- c. The Director also noted the problematic diversity imbalances that exist in the heritage sector and relevant academic fields, and stressed the need for Fellows to be actively nominating to redress this lack of representation. Various Council members noted academic initiatives to self-consciously decolonise disciplines and curricula, and which might be useful sources of advice and nominees: The Courtauld Institute (JM), Cambridge Art History (MM), University of East Anglia World Art (JM), research into the African Diaspora, the Indian sub-continent, and archaeology and the imperial past.
- d. A graph on the age breakdown of the current Fellowship having been previously circulated, Council noted that only c.14% of the sample (sample was c.66% of the current Fellowship) is under the age of 50. As well as affecting diversity, this is unsustainable in practical terms. Council agreed that ways should be found to recruit younger Fellows.
- e. JC remarked that the Society's own collections will inevitably contain objects that have complex and difficult stories, and that the Society should be open about this and actively engage with its own sometimes troubling histories. BS built on this by suggesting a structured way of thinking about the Society and the diversity work which needs to be done:
 - i. The Society's past
 - ii. The collections
 - iii. Events and activities
 - iv The Fellowship

- v. The staff
- vi. The buildings

The Hon. Sec., noted that while it is important to be proactive with the collections, there is no spare resource in the Library/Collections team. The Gen. Sec. added that the Society has no research staff or spare staff time. Collaborative research might be a way forward. MM suggested that the Society's research grants might be directed towards interest areas; the Director reminded Council that grants are not given for research into the Society's own collections, and that Unrestricted Funds are limited to c.£7k p.a. which is used to support imaginative projects which would otherwise be unfunded. Awarding very small grants to diversity projects might be perceived as tokenism. However, there may be potential in advertising the Beatrice de Cardi and Janet Arnold grants to more diverse audiences.

ACTION: To be discussed at Research Committee.

JM reminded Council that there is some resource at KM for outreach including the educational centre, and work is being done to address and engage local and ethnic communities in the area. The Gen. Sec. also noted that there is a programme of student placements for the BAME community to learn craft skills at KM, though it has been affected by Covid-19. More work might also be done with William Morris' anti-imperialist views, widening KM beyond being seen as an Arts & Crafts house.

f. It was agreed to set up a Diversity Working Group headed by Nathalie Cohen. NC will refine the Terms of Reference and develop an action plan including: the Society's collections, encouraging research into the Society's archives (this might intersect with the Archives Revealed grant application. NB. archives have not yet been digitised), external collaborations (e.g. National Trust/University of Leicester, National Trust and SW Universities Doctoral Training Partnership theme of 'Colonial Legacies', Royal Holloway MA dissertations), exploring 'public history' and 'public' historians. JC noted earlier that it would be helpful to identify BAME individuals who have been prominent in the media in relation to BLM and diversity discussions and/or who work in the sector and ask for their help and advice in reforming the Society: JC has started a list of possible contacts.

ACTION: NC to circulate ToR and action plan to Council by 9 July 2020.

2. Growing the Fellowship

It was agreed that growing the Fellowship should be treated as a separate issue from that of diversity, and that it would be debated at the next Council meeting. As part of that discussion will be a review of the balloting process, and a discussion about the proactive recruiting of Fellows.

ACTION: Gen. Sec. to prepare a paper for next Council.

3. Contested Heritage

- a. It was agreed that this would be delegated to Policy Committee who will meet in July.
- b. It was agreed that the position statement on diversity in the Society's Mission, Objectives and Values statement should be moved into the preamble.

ACTION: GO/Gen. Sec.

The strategic discussion closed at 12.50 pm.

Formal Meeting at 1.30 pm

Mr Paul Drury, President, in the chair

Present: Mr Stephen Dunmore, Treasurer
Prof. Christopher Scull, Director
Dr Heather Sebire, Hon. Secretary
Dr John Maddison, VP
Mr Duncan Brown
Dr John Cooper
Prof. Vincent Gaffney
Dr Sam Lucy
Dr Elizabeth Hallam-Smith
Mr Barney Sloane
Ms Nathalie Cohen
Prof. John Hines

In attendance: Mr John Lewis, General Secretary
Mr Jerry Gweme, Head of Finance and Operations
Ms Dunia Garcia-Ontiveros, Head of Library and Museum Collections
Mr Dominic Wallis, Head of Development
Dr Linda Grant, Governance Officer

Apologies: Emma Carver, Alan Lloyd, Martin Millett

The President welcomed three new trustees¹: Nathalie Cohen, John Hines and Martin Millett.

12/20 Health and Safety Matters

Nothing to report as Covid-19 was discussed separately below.

13/20 Minutes and Matters arising

- iii) The minutes of the Council Meeting of 12 March 2020, having been circulated, were agreed [to be signed on return to BH].
- iv) The following matters arising were noted:
[5/20v] Head of Finance/Operations still has to liaise with Sarasin over wording of the Ethical Investment Policy and include reference to it in the statutory annual report.

14/20 Response to impact of Covid-19 and Operational Plan: Q1 update

- i) The Gen. Sec. reported that all BH staff are working from home with someone going in to BH weekly to check security and the collections. At KM, grounds, retail and café staff have been put on furlough; other staff are working on the decant and with the contractors. He noted that the swift decision to close both sites was helpful and has allowed effective plans to be put in place.
- ii) Postal library loans have restarted. Discussions are in progress between the Gen. Sec., HoL&MC, HoF&O and H&S consultants on how to allow limited opening of BH in September 2020, though it was recognised that BH is not a building conducive to social distancing. The other courtyard societies are not reopening until 2021; the RA will be opening from 9th July but at 20% capacity.

¹ Their formal unopposed election will take place at the postponed 2020 Anniversary Meeting in September.

- iii) The Gen. Sec. reported that the financial impact will be felt at KM in 2021-22.
- iv) Heather Sebire's Stonehenge talk was the first public lecture to be live-streamed over Zoom and YouTube and attracted over 170 live participants who were also able to ask questions via text. This format will continue and helps to broaden the Society's reach.
- v) The Q1 operational plan having been previously circulated, the Gen. Sec. noted highlights as: the reprint of the Staffordshire Hoard book, and an additional two research reports going to print. It was also reported that the Publications Manager has left and has been replaced on a temporary basis by Stuart Brookes.
- vi) Council paid tribute to the Gen. Sec. and all staff for continuing to work with professionalism during this difficult time.

15/20 **Strategic Discussion: Diversity**

- i) Council agreed to the establishment of a Working Group headed by Nathalie Cohen.
- ii) NC will refine the ToR and develop an action plan which will be circulated to Council by 9 July 2020.
- iii) The Gen. Sec. will produce a paper for the next Council meeting on growing the Fellowship.
- iv) Council agreed that the issue of contested heritage would be delegated to Policy Committee who will schedule at additional meeting in July 2020.
- v) Council agreed that the statement on diversity in the Society's *Statement of Values* should be incorporated into the preamble of the section headed 'Core Values'. [Post-meeting note: it and the statement in the emerging Ethical Conduct guidelines must be brought into alignment].

ACTIONS: NC, Gen. Sec., GO

16/20 **BH Lease Update and Planning to Move from Burlington House**

- The President and Gen. Sec. reported that there has been no further engagement from Government following the proposal made by the courtyard societies to purchase a long lease. In the face of Government unwillingness to engage, the Society must now investigate in depth moving from BH into alternative accommodation.
- vi) Papers having been previously circulated, the Gen. Sec. reported that it is urgent that work is started over the summer and that any move will involve spending money on consultancy fees. At the same time, a Parliamentary PR campaign should be launched to continue to put pressure on government; and a campaign launched to raise funds for the move. The paper recognised that any sale of the Society's objects on the open market will likely have a negative impact on reputation, but there is no viable alternative. If it becomes possible to stay at BH, a major refurbishment would be needed to make the accommodation fit for modern purpose, and in the process dismantle the image of the 'gentlemen's club' that the Society has been in the past.
 - vii) BS reported that there is likely to be a Government announcement in early July of a cultural renewal package to help cultural organisations damaged by Covid-19. Council agreed that it would make sense to time and theme the PR campaign in response to make it clear that the Society is trying actively to find a solution to this problem to which Government is refusing to respond.
 - viii) LH-S remarked that any alternative HQ for the Society must be an attractive context for the planned menu of activities: somewhere quirky or distinctive in character would attract people in. The President and Director agreed that a new building should reflect the Society as it is today and its aspirations, rather than its past. The possibility of shared premises with the other courtyard societies will not work as they do not have the same pressing urgency to move and are likely to contract in space, while SAL would like to expand.
 - ix) Recommendations 1-8 in the Gen. Sec.'s paper 'Developing the Programme to Move from BH' were agreed.

- 17/20 Ethical Conduct Panel/Statute Reform
The Gen. Sec. reported:
iii) The mailing to Fellows has gone out as scheduled and responses to the consultation are being filed by the GO. They have been mostly supportive with a few very negative. The consultation period ends on 10 July 2020.
iv) The GO will collate responses and liaise with Stephen Johnson. An additional Council meeting will take place before 27 July [likely 23/24 July] to agree the final draft of proposals to go to vote by the Fellowship, and Council's reasons for recommending adoption or rejection of the amendments received in response to the consultation. Voting will take place online and by post between 24 August and 21 September, and the EGM will take place on 26 September.
- 18/20 Treasurer's Report
The minutes of Finance Committee from 11 June 2020, having previously been circulated, were received and the Treasurer reported that:
i) The value of the investment portfolio as of 25 June 2020 is £14,685,728. It dropped 10% in March but has regained approximately half of that loss since then.
ii) A major risk to the Society is the USS Pension Scheme and the increasing level of contribution, which is currently 34% between employers and employees. With a pessimistic 2020 revaluation of the fund and the likelihood that USS will lock employers in, so that they cannot leave without USS permission, Council needs to look at whether remaining in the scheme is a responsible position to take.
iii) In the general discussion which followed, it was suggested that the sale of object(s) from the collection would be needed to buy the Society out of the scheme (liability is c.£5m), and that this would impact on accreditation and reputation. Also, that with ongoing UCU strikes, this action might not have the approval of academic Fellows. On the other hand, it was noted that if other employers leave or fail, the scheme could have a call on the Society's assets to make up the shortfall.
iv) It was agreed that this matter needs fuller information for an informed discussion and that the Treasurer would prepare a paper for the next regular Council meeting.
ACTION: Treasurer to bring USS pension paper to October Council.
v) The full-year management accounts for 2019-20 having been previously circulated, the HoF&O summarised the performance for the year, which was better than anticipated, with a net variance of £4k, excluding KMPPF. The structural deficit of £120k pa continues. Council accepted and approved the management accounts.
vi) The revised draft budget taking account of the impact of Covid-19 having been previously circulated, the HoF&O reported that the effect is not too serious in this year but that the impact will be felt more strongly in 2021-22 in terms of loss of income. Room hire income has been wiped out, and there is likely to be a drop in investment income. No impact on subscriptions income is foreseen, although anecdotally the Gen. Sec. noted that there have been few BPs coming through. Council approved and adopted the revised budget.
- 19/20 Director's Report
The Director reported:
i) Stuart Brookes has replaced Publications Manager Lavinia Porter on a six-month interim contract and is doing a good job. Proposals to move to an Honorary Editor and a part-time Publications Manager post will be discussed at Publications Committee and then brought to Council.
ii) *Antiquaries Journal* issue 100 is complete and online. It will go to press once CUP restart printing, probably in July, and will likely be out in September.
iii) Issues 101-102 are in hand and will move to online submission and review of articles from July via Cambridge Core.
iv) *Staffordshire Hoard* has been reprinted with an 800 copy print-run, and is selling well.
v) Morris Committee will be meeting next week after a delay due to Covid-19 and the switch to the new website.

- vi) The Medieval Seals conference has been postponed indefinitely, Underwater Archaeology will go ahead but the timing is to be confirmed. The autumn programme of talks will go ahead and will be live-streamed via Zoom and YouTube. There will also be public lectures over the summer over Zoom/YouTube following the success of the Stonehenge lecture.

ACTION: Director to check with Communications Manager that speakers have signed copyright forms for live streaming.

20/20 Policy Report

- i) The President updated Council on the progress of the *Future of Archaeology* paper: revised drafts have been produced responding to the TAFF comments. Mike Pitts has agreed to write a short summary paper.
- ii) There have been few consultations to respond to in the past 6 months. The Society's response to Historic England's draft *Local Authority Strategic Framework* was submitted and is available on the website.
- iii) There will be an additional meeting of the Policy Committee in July primarily to work on the issue of Contested Heritage.

21/20 Secretary's Report

- Minutes of the June 2020 Library and Collections Committee having been previously circulated, the Hon. Sec. reported:
- i) JSTOR is now online together with other additional electronic resources; the feedback from Fellows has been very positive.
 - ii) Three research collaborations were agreed by Library & Collections Committee. Loan requests are currently on hold or being deferred.
 - iii) An update on new Library systems having been previously circulated, the Head of Library and Museum Collections reported that very good progress has been made. Library staff have used the lockdown productively to schedule training, testing, data management and updates. Future steps include bar-coding books and getting library cards for Fellows. The Discovery layer and new catalogue will go live on 21 July. Mapping manuscripts and museum objects has proven problematic with unregistered objects: no KM objects have been numbered.
 - iv) The HoL&MC reported that the Museum Accreditation scheme has been paused and accredited status extended to April 2021. New submission dates will be given after that.
 - v) The HoL&MC reported that it's too early to assess the impact of the new Imaging Service policy and pricing. Because of Covid-19 it has not yet been possible to recruit the agreed new staff member.
 - vi) An archives sub-group has been formed to establish archive policy.
The Gen. Sec. and LH-S congratulated the HoL&MC and her team on making such excellent progress.

22/20 Risk Register

- i) The Risk Register, having been previously circulated, the Gen. Sec. summarised that major risks comprise the lease, the USS pension scheme, the structural operating deficit of £120k, and the impact of Covid-19 next year and beyond - all of which have been minuted above. Any questions or comments should be emailed to the Gen. Sec.

23/20 Committee Membership

- i) The membership list for 2020-21 having been previously circulated, Council formally agreed it.
- ii) The President thanked Liz Hallam-Smith, Alan Lloyd and John Maddison for their work on Council, noting there will be one additional meeting in July before they formally step down at the September AGM.

24/20 Nominations, resignations and deaths of Fellows

- i) The Gen. Sec. reported that since 12 March 2020, there have been 12 Fellows deceased, 3 resignations, and 13 amovals. There have been no newly-elected Fellows due to Covid-19. The current total is 3,087 Fellows.
- ii) Ballots are still pending since personal voting via ballot boxes and cork balls cannot be done while maintaining social distancing. A change to the Orders/Statutes may be necessary to allow virtual and postal balloting only: the Gen. Sec. will review this.
- ii) The Gen. Sec. reported that following meetings with the Communications Manager and the American and Australasian Fellows' groups, there is the potential to expand the activities of regional groups, possibly establishing groups in Europe (185 Fellows), Germany (80 Fellows), and Ireland (41 Fellows) all of which could be supported via Zoom and live-streaming.

25/20 AOB

None.

There being no further business, the meeting closed at 15.30pm.

Date of next meeting: TBC



COUNCIL
Via Zoom video-conference
Thursday, 23 July 2020
11.00 am

Mr Paul Drury, President, in the chair

Present: Mr Stephen Dunmore, Treasurer
Prof. Christopher Scull, Director
Dr Heather Sebire, Hon. Secretary
Dr John Cooper
Dr Elizabeth Hallam-Smith
Ms Nathalie Cohen
Prof. John Hines
Ms Emma Carver
Dr Alan Lloyd

In attendance: Mr John Lewis, General Secretary
Dr Linda Grant, Governance Officer

Apologies: Martin Millett, John Maddison, Duncan Brown, Vincent Gaffney, Sam Lucy, Barney Sloane

26/20 Minutes and Matters Arising

- v) The minutes of the Council Meeting of 25 June 2020, having been circulated, were agreed [to be signed on return to BH].
- vi) The following matters arising were noted:
 - [16/20] A Government reply with regard to the offer for a long-term lease at BH was received on 21 July 2020, rejecting the offer made and stating (in effect) that they would require full open market value to be paid, with no concession in relation to our existing leases.
 - iii) The 'plan B' of looking for alternative headquarters has started: a shortlist of PR consultants and surveyors has been compiled and briefs will be drawn up. The priority is to appoint a PR firm and develop a communications strategy aimed at Parliament, Fellows and the public.
 - iv) The Gen. Sec. noted that the move should be seen as a positive opportunity to renew the purpose and activities of the Society.
 - v) The President reminded trustees that this is **highly confidential** and should not be discussed outside Council.

27/20 Statute Reforms and the Establishment of an Ethical Conduct Panel

The main business of the meeting was to review the comments received from Fellows on the proposed changes to the Statutes during the consultation period, and to agree to accept or reject them with reasons for each decision. Papers had previously been circulated showing all comments and including advice on each from Stone King, the Society's legal advisers.

- A. Proposed Changes to the Society of Antiquaries Statutes 2015 (Paper 3.3)
- i) New 4.8: It was agreed that 'he/she' should be replaced by gender neutral drafting. All other documents should follow in due course or as they are revised/updated, including the Statutes as a whole on the next occasion of their revision.
 - ii) 6.7: Council debated whether the Ethical Conduct Panel members should be appointed by Council or nominated and voted for by Fellows along with Council members. The Gen. Sec. remarked that there have been no Council elections for about six years, that it's a struggle to get nominations for Officers and ordinary Council members, and that the same will likely be the case for the Ethical Conduct Panel. Council agreed, therefore, that in the interests of clear, open and accountable governance, Council will appoint members to the Ethical Conduct Panel following a call for volunteers. This is the process taken by cognate bodies such as the other Courtyard Societies and CIFA and represents standard professional practise.
 - iii) 6.7: It was agreed that a line should be added to clarify that the initial Ethics Panel and any Appeals Panel should be absolutely separate to ensure the same people do not serve on both for any one case. Both sets of members will be drawn from the common Ethical Conduct Panel 'pool' [post-meeting agreed to be called the Ethical Conduct Board] and will be independent of Council.
 - iv) 6.7: It was agreed that suspension should be kept as one of the sanctions available to the panel.

- B. Order 4 (Paper 3.10 incorporating Tom Murdoch's (TM) comments)
- i) It was agreed that the gender neutral 'they' or other gender neutral drafting will replace 'he/she'.
 - ii) The amendment from N. Hammond about retrospective effects of the proposed changes was rejected. TM's legal opinion is that the provisions of Order 4 do not represent substantial changes in the fundamental standards required of Fellows and merely clarify them, as well as introducing changes in the process of dealing with them.
 - iii) 1.5 Peter Barber's comment was rejected: TM's opinion is that the sentence refers to the Society's and Council's (i.e. trustees') obligation in charity law to advance its charitable purposes as effectively as possible.
 - iv) 1.5 Barclay/Goring amendment was accepted. However, Council agreed to change 'supporting evidence' to 'appropriate evidence' and delete 'or to an office bearer'. If the complaint were to be about the General Secretary, the complaint should be made to the Chair of the Ethical Conduct Panel.
 - v) 2.2 Council agreed to adopt the following text:

Fellows should therefore:

- Act in accordance with the Society's Charter, Statement of Values and charitable purposes.
- Act with integrity, honesty and transparency.
- Treat third party organisations and individuals with respect.
- Avoid public activity or behaviour which may damage the Society's reputation.
- Promote, where in a position to do so, equality of opportunity and access in the cultural heritage sector.
- Promote, where in a position to do so, the freedom to pursue and disseminate knowledge and ideas.
- Plan and carry out fieldwork, research and scholarship of a quality that meets recognised standards and is undertaken in a legal and ethical manner.
- Examine evidence critically and evaluate other opinions, beliefs and arguments with respect.

- Publish to recognised standards and ensure deposit of archives in line with national guidelines.
 - Ensure that artifacts, images and documents retain their full provenance and are legally obtained and held.
- vi) 3.1 Council agreed to adopt the following text:
 Investigatory Process for possible breaches of the Guiding Principles
 3.1 A Fellow of the Society will be liable to investigation by the Society if that Fellow
 a) is found guilty in a court of law of a crime against the person;
 b) is found guilty in a court of law of an offence involving theft, fraud or other crimes of dishonesty;
 c) is convicted of any other offence resulting in a custodial sentence, whether or not suspended;
 d) fails to observe the Charter or other regulations of the Society;
 e) engages in any activity or behaviour inconsistent with membership of the Society and the standards of conduct it requires; or
 f) acts in a manner detrimental to the welfare or reputation of the Society or to the charitable purposes of the Society.
- vii) 3.2 The comment from Peter Barber was rejected on TM's advice as Council issues the Terms of Reference, and it is for Council therefore to determine the extent of "where appropriate". If "where appropriate" is removed, or someone else is made an arbiter, it will expose Council to legal action.

28/20 Terms of Reference

Since the Terms of Reference do not need to be voted on and are not a formal component of the consultation, Council did not formally accept or reject comments and suggestions, but made recommendations:

- 1.4 The 'pool' of Ethical Conduct Panel members should be a minimum of seven (7) to allow for a quorum of three (3) for the initial panel and three (3) for any Appeals panel, each panel being absolutely separate. It was noted that academic disciplinary panels also have a quorum of three.
- 1.4 It was agreed that a representative panel including protected characteristics might be ideal but is difficult in practice. TM's advice is to add the sentence: 'So far as practicable, the composition of the Panel assigned to any specific complaint shall take account of any protected characteristic of the complainant if, in the Chair's view, that is relevant to the complaint' - this was agreed.
- 2.6 It was agreed, on TM's advice, to add the additional text: "The complainant and the Fellow concerned shall be informed of the composition of the Panel which is to consider the complaint and may make representations to the Chair about the Panel's composition, and the Chair shall consider any such representations, but the Chair's decision is final. At no time may the complainant or the Fellow concerned make contact with, or seek to influence, Panel members outside Panel proceedings."
- 1.7 It was agreed to follow TM's advice on J.Joll's comment on the 'stature' of the Chair of the panel, and that no amendment is required to the ToR. Key principles are that the Chair needs to be independent of Council; and that they should be an FSA of recognised standing.
- 1.10 It was agreed that members would be co-opted to the panel as necessary to ensure balanced representation. No amendment is needed to the ToR to allow that.
- 2.3 Council agreed to follow TM's advice that no amendments are necessary to the ToR.
- 2.4 It was agreed that if complaints are received against the President, member of Council, General Secretary or anyone to whom they are closely connected, the complaint should go straight to the Chair of the Ethical Conduct Panel.
- 2.6 It was agreed to add: 'A written record of all allegations received will be kept for 10 years whether or not they are referred to the ECP, with details of the decision and the actions taken.'

ix) 2.8 It was agreed that it should be expressly stated that the Fellow who is subject of a complaint has the right to present their side of the case and to address the Panel in person, along with a supporting friend (who could but need not be a Fellow), if they so wish.

29/20 General comments from Fellows

- i) Council agreed that only proposed amendments to the Statutes or Order 4 should be made available to Fellows, not the general comments received during consultation.
- ii) It was agreed that proceedings of the Ethical Conduct Panel will be confidential while a case is under investigation, with a summary statement and decision being made public (on the SAL website) once the outcome has been decided.

30/20 Next stage

- i) GO and SJ will revise/update all documents, and circulate to Council by email by Wednesday 29 July 2020 for sign off by Council via e-mail by close of play on Monday 3 August.

31/20 Statement of Values

- i) The updated SoV having been circulated, it was agreed to amend 'racism and sexism' to 'prejudice and intolerance'. [Done, post meeting 23 July 2020]
- ii) Council agreed that while Fellows have not been formally consulted on the SoV, it is an established guidance document publicly available on the Society's website for several years. The revised draft taking account of the ECP will be included alongside the Statute Reform documents since it has status in the Ethical Conduct process.

[13.00 The Hon. Sec. left the meeting].

32/20 Committee Membership

- i) The Director recommended Dr Sadie Watson of MOLA to join Research Committee as a replacement for Adrian Olivier: this was approved by Council.
- ii) The President warmly thanked Liz Hallam-Smith, Alan Lloyd and John Maddison for their work on Council, noting that this was their last meeting before they formally step down at the September AGM.
- iii) The President announced that he has appointed Dr Sam Lucy and Prof. John Hines as Vice-Presidents from the date of the September AGM.

33/20 AOB

Nathalie Cohen thanked Council for their comments and feedback on the Diversity/Inclusivity Group Action Plan.

- i) Council agreed that she can go ahead to recruit members to the working group, send something to Mike Pitts for inclusion in SALON, and keep DWH informed.
- ii) The President requested that before the demographics chart of FSAs is circulated that an actuarial projection is done on the data.

There being no further business, the meeting closed at 13.15pm.

Date of next meeting: 22 October 2020, 11.30 am.

Paul Drury, President
Linda Grant, Governance Officer

July 2020



SOCIETY OF
ANTIQUARIES
OF LONDON

COUNCIL
Via Zoom video-conference
Friday 18 September 2020
11.00 am

Mr Paul Drury, President, in the chair

Present: Mr Stephen Dunmore, Treasurer
Prof. Christopher Scull, Director
Dr Heather Sebire, Hon. Secretary
Dr John Cooper
Dr Elizabeth Hallam-Smith
Ms Nathalie Cohen
Prof. John Hines
Ms Emma Carver
Dr Alan Lloyd
Dr John Maddison
Mr Duncan Brown
Prof. Vincent Gaffney
Dr Sam Lucy
Mr Barney Sloane

In attendance: Linda Grant, Governance Officer
Danielle Wilson Higgins, Communications Manager
Dunia Garcia-Ontiveros, Head of Library and Museum Collections
Dominic Wallis, Head of Development

Apologies: Martin Millett, John Lewis

34/20 Minutes and Matters Arising

As this was an additional Council meeting convened in order to agree the PR strategy and messaging for the BH campaign, minutes and matters arising were held over until the next meeting on October 22, 2020.

35/20 PR Strategy and Messaging for the Burlington House campaign

Papers having been previously circulated, the main business of the meeting was to review the campaign strategy and messaging proposed by April 6 for the BH campaign.

- i) Council agreed to proceed with the proposed strategy, subject to local and ongoing adjustments as required.
- ii) It was noted that the Society website must be 'on message' with the overall campaign as it progresses - any comments and suggested text should be sent to the Communications Manager by email.

[13.00: Sam Lucy left the meeting. The President asked Society staff to leave with the exception of the Head of Library & Museum Collections, and the Governance Officer before discussion of the following confidential matter].

36/20 CONFIDENTIAL: Library Staff Restructuring

37/20 AOB

- i) The Director announced that there will be up to three Janet Arnold major grant awards launched for 2021, available to be held for two or three years, with up to £10k per year. They are specifically targeted at research addressing issues of a) colonialism and colonial legacies in the history of dress; and b) decolonising museums (dress and its material and history). The awards will be announced in the next two weeks with further information available on the website.

There being no further business, the meeting closed at 13.15pm.

Date of next meeting: 22 October 2020, 11.30 am.

Paul Drury, President
Linda Grant, Governance Officer

September 2020



SOCIETY OF
ANTIQUARIES
OF LONDON

COUNCIL
Via Zoom video-conference
Thursday 22 October 2020
11.30 am

Mr Paul Drury, President, in the chair

Present: Mr Stephen Dunmore, Treasurer
Prof. Christopher Scull, Director
Dr Heather Sebire, Hon. Secretary (Apologies for Strategic Briefing)
Dr John Cooper
Ms Nathalie Cohen
Prof. John Hines
Ms Emma Carver
Mr Duncan Brown
Prof. Vincent Gaffney
Dr Sam Lucy
Professor Martin Millett
Mr James Cross, Moore Kingston Smith (part of formal meeting only)

In attendance: John Lewis, Gen. Sec.
Jerry Gweme, Head of Finance and Operations
Linda Grant, Governance Officer
Dunia Garcia-Ontiveros, Head of Library and Museum Collections (Apologies for Strategic Briefing)
Dominic Wallis, Head of Development
Vernon Hunte, April Six (part of Strategic Briefing only)

Apologies: Mr Barney Sloane

11.30-13.00 was a briefing and discussion of the emerging BH campaign and FAQ sheet, both previously circulated.

The Gen. Sec. reported on progress since the previous meeting of Council on 18 September:

- i. April Six have been appointed and have been working on the campaign since the start of September.
- ii. The HoD has identified property firms/surveyors to help the search for new premises, but this has not yet been pursued.
- iii. The specialist art handlers who have managed the packing and moving at KM have been asked for an estimate for moving from BH and will report in November 2020. The Library/Collections team have started measuring to identify space requirements.

- iv. The campaign has been pushed back from the planned launch date of September 26 2020 (AGM/President's Anniversary Address) since Tim Loughton MP and Chris Skidmore MP, both Fellows, want to try a final time to resolve the problem privately with Government officers and ministers. The campaign can be delayed for two to three weeks to allow this, but then needs to go public.
- v. The policy to achieve maximum commercial rent for BH is deeply embedded within the Civil Service regardless of the Government in power, and one of the aims of the campaign is to overturn this policy.
- vi. An inaccurate gossip piece in *Private Eye* was noted – the advice of April Six will be followed on how to respond.
- vii. Vernon Hunte of April Six joined the meeting (12.30 pm) and confirmed that the campaign messaging is aimed at securing senior political intervention, as well as making the case public to both Fellows and the public. The objective is to demonstrate to civil servants that the cost of sticking to their policy will be higher than the cost of changing it. It was noted that London is not high on the Government's agenda so making the case for the Society to remain at BH will be hard, especially given the poor climate for lobbying since 2016.
- viii. Following discussion on messaging and potential helpful contacts, it was agreed that Council members would send any final edits by the following day, 23 October 2020; and contacts to the Gen. Sec.
- ix. Council approved the campaign messaging in principle.

The formal meeting started at 13.30 pm. Apologies were noted from Barney Sloane.

38/20 Health and Safety

The Gen. Sec. noted that a report offering guidance on the impact of the Covid tier system on BH operations is due in the following week.

39/20 Minutes and Matters Arising

Minutes from the Council meetings of 23 July 2020 and 18 September 2020, having been previously circulated, were agreed and will be signed at BH.
There were no matters arising.

40/20 Ethical Conduct Body

- i. There have been 31 volunteers to join the Ethical Conduct Body.
- ii. Council delegated the tasks of reviewing and selecting the Chair and standing members to the Gen. Sec. and Governance Officer, including the minimum of three external members. It was noted that attention should be paid to gender balance and background including legal training and experience of similar disciplinary bodies. [Post-meeting, the Gen. Sec. expressed unease at being the prime selector].
- iii. A proposed timetable was accepted: appoint all members by 30 November, to be approved by Council at the December 10 meeting.

41/20 Diversity/Inclusivity Working Group

Nathalie Cohen, Chair of the Diversity/Inclusivity WG, gave a verbal report:

- i. A proposed launch seminar ('Entangled Histories – Legacies of Empire and Colonialism') has been signed off by Research Committee and is provisionally scheduled for the end of the year, subject to availability of keynote speakers.
- ii. The group will act as a central information point on diversity issues and has collected information from e.g. the other courtyard Societies.
- iii. A potential survey of Fellows is on hold; informally, members are talking to potential FSAs to get feedback on why they might/might not join the Society.

- iv. Member(s) of the WG are supporting research work on the archives and collections.
- v. Current activities were welcomed but Council emphasised that they would like to see top-level strategic recommendations from the group to embed good practice and specifically tackle the issue of broadening the Fellowship in terms of gender, ethnicity, age, class etc. It was recognised that these suggestions might be controversial (clarifying criteria for Fellowship, considering direct applications and invitations by Council, alongside nominations but should include notes on barriers to adoption, how to overcome them, as well as identifying what can be done within the current Statutes and Orders, and what might involve a change of Statutes (takes up to one year).
- vi. The Gen. Sec. noted that any recommendations that require funding need to be submitted in December in order to go into our budget round for 2021/2.
- vii. It was agreed that NC will submit an interim discussion paper to the next Council meeting in December.

42/20 BH Campaign

Following the strategic briefing that preceded Council, the direction of the campaign was supported in principle.

43/20 Treasurer's Report

After welcoming James Cross, Moore Kingston Smith, the Treasurer's report included the following:

- i. Minutes from Finance Committee of 1 October 2020, having been previously circulated, were noted by Council.
- ii. HoF&O reported on forward projections to 2024-5, and the Treasurer noted the deteriorating financial situation due to Covid, the rent and pension contribution increases. Drawdowns of capital can continue in 2020-21 and cost savings are being made wherever possible.
- iii. The Gen. Sec. reported that the Society had been unsuccessful in a Cultural Recovery Fund grant application for £157k to cover KM staff costs. It may be possible to apply to a second round of CRF funding. Accredited museum status and £5m unrestricted funds, although over-committed already, seem to have counted against the Society.
- iv. The Gen. Sec. reported that KM is planning an interim opening period in May-September 2021, with their Business Planner looking at the finances. KM are looking for a grant extension from HLF, including using the balance of the £400k contingency fund to support loss of income.
- v. In response to a question from VG, the Gen. Sec. reported that KM needs to support itself from 2022. The money to pay the rent at BH runs out in 2023, so a decision to stay or move must be taken by April 2021.
- vi. The Treasurer reported that the investment portfolio has recovered since March/April 2020 and stood at c. £15,150,000 at the date of Finance Committee; but that there has been a drop of c.£150k in the previous three weeks.
- vii. The HoF&O reported on the Strategic Business Plan – Q1 and management accounts: Q1 is better than was budgeted with a loss of £61k against a budgeted loss of £356k. This is largely due to deferred income and expenditure e.g. the summer exhibition at BH. Room hire income of c. £100k has disappeared and there is nothing coming in for Q2 either. £16k emergency funding has been used to invest in AV equipment and live-streaming. £765k has been drawn down. The management accounts were approved.

- viii. Council approved the recommendation of Finance Committee that the subscription fees should be held at £184 for 2020-2021.
- ix. The Treasurer reported on the pension scheme which has increased employer contributions to 24% from October 2020, and foresees further increases to 30-60%+ in the future. The Treasurer and Gen. Sec. met with USS who were sympathetic to the plight of small organisations in the scheme but could offer no solutions. It was agreed that the Gen. Sec. and Treasurer should have a similar meeting with Universities UK. It was also agreed that the Society should set up a service company to employ new staff and offer a separate pension scheme to them. Existing staff not in USS will be offered the option to join the separate scheme if they choose.
- x. On the statutory accounts, the HoF&O reported that there has been a clean audit report with no surprises. There is a loss of £150k from unrestricted funds (usually £100k loss) which is due to a lack of projects to absorb payroll costs. There is £121k pension provision (up from £100k) due to the USS deficit, with £250k pension liability on the balance sheet, a sum which may increase.
- xi. James Cross reported that the audit had put a greater emphasis on going concern aspects due to Covid. The post-management audit report has been considered in more detail at Finance Committee, and comments noted about the absorption of overhead costs which relies on projects: a review of the apportionment of costs will take place. JC thanked the Finance team for making the remote audit possible. The Treasurer thanked JC who left the meeting at 14.45.
- xii. Council approved the Report to Council and Financial Statements for April 2019-March 2020, including the Lucerna accounts. [To be signed at BH]

44/20 Q2 Progress Report

The Gen. Sec. reported as follows:

- i. Stuart Brookes has been appointed as Publications Manager from October 2020.
- ii. At a meeting with the Australasian Fellows, it became clear again that many Fellows do not know much about the Society, its activities and what they get as part of their Fellowship.
- iii. The *Future of Archaeology* paper has been finalised and needs to be published.
- iv. A response to the Planning White Paper has been drafted and is ready for submission.
- v. The Library has re-opened and work is continuing on the new systems.
- vi. KMPPF project is proceeding well despite the contractors only being able to work at 65% capacity. The Learning Building is up, and an additional 10 acres have been purchased including the car park.
- vii. The KM exhibition at BH, deferred from summer 2020, looks unlikely to go ahead due to reduced footfall in Central London: it will be discussed with the KM Project Board before coming back to Council. Ideally, the money raised, might be used for other purposes at KM, if the donors are willing.

45/20 Director's Report

- i. Minutes for the Morris Committee of 15 October 2020 having been previously circulated, the Director reported that 6 awards had been made to a total of £13,400. This brings the annual total to £25k, the full allocation in the budget.
- ii. OMIs and public lectures are all being streamed via Zoom and available on YouTube – the increase in numbers of attendees and viewers is notable.
- iii. *AntJ* 100 has gone to press and the new Publications Manager has settled in well.

46/20 Secretary's Report

- i. Minutes of the Lib/Coll Committee of 8 October 2020 having been previously circulated, the Hon. Sec. noted highlights.
- ii. The Library/Collections Strategy paper having been previously circulated, the HoL&MC noted that this is now a holistic strategy that encompasses Library, Collections (including BH furniture) and Archive. It is for 3- rather than 5-years due to the current climate of uncertainty and is designed to be flexible enough to accommodate change. Comments from Lib/Coll Committee have been incorporated and Council approved it.

47/20 Policy Matters

- i. The minutes of Policy Committee were previously circulated and noted.
- ii. The response to the Planning White Paper is ready to be submitted at the end of the month. The Gen. Sec. noted that it has been made consistent with the '*Future of Archaeology*' paper.
- iii. JH has drafted a policy statement on 'contested heritage' which is with the officers for comments. A redraft will go back to Policy Committee and then to Council for formal approval, all by email.
- iv. The '*Future of Archaeology in England*' paper having been previously circulated, there was discussion over making amendments versus getting the paper out as a discussion piece: a vote was taken and a majority voted to publish it as a discussion document that articulates a vision. A cover note will be added, and the working group will be ready to engage in conversations and monitor responses.

48/20 Kelmscott

- i. The Gen. Sec. reported that the project is proceeding well and still attracting donations. There is an activity plan in place that will be circulated to the Diversity WG as it includes provision for widening participation in various areas.

49/20 Nominations for Council Officers and Trustees

- i. A draft nominations document having been circulated, it was noted that two officers, President and Hon. Sec. are due to retire in April 2021 and four ordinary Council members (Emma Carver, John Cooper, Barney Sloane, Duncan Brown).
- ii. The Hon. Sec. indicated that she would be happy to serve a second term.
- iii. The President reported that he will be nominating Martin Millett as President.
- iv. Nominations from Council members are to be encouraged especially with an eye on younger, female and generally more diverse Fellows.
- v. The nomination form will be sent out with the November mailing, and will be available on the website.

50/20 Declarations of Disqualification

It was reported that all disqualification documents for 2020 have been received.

51/20 AOB

There being no further business, the meeting closed at 15.50.

Date of next meeting: 10 December 2020 at 11.30 am.

Paul Drury, President
Linda Grant, Governance Officer

October 2020



COUNCIL
Via Zoom video-conference
Thursday 10 December 2020
11.30 am

Mr Paul Drury, President, in the chair

Present: Mr Stephen Dunmore, Treasurer
Prof. Christopher Scull, Director
Dr Heather Sebire, Hon. Secretary (Apologies for Strategic Briefing)
Ms Nathalie Cohen
Prof. John Hines
Mr Duncan Brown
Prof. Vincent Gaffney (Apologies for Strategic Briefing)
Professor Martin Millett

In attendance: John Lewis, Gen. Sec.
Jerry Gweme, Head of Finance and Operations
Linda Grant, Governance Officer
Dunia Garcia-Ontiveros, Head of Library and Museum Collections
Dominic Wallis, Head of Development

Apologies: Barney Sloane, John Cooper, Emma Carver, Sam Lucy

11.30-13.00 was an oral update on the BH campaign; and a discussion of the Contested Heritage paper, previously circulated.

1. The Gen. Sec. reported on progress on the BH PR campaign:
 - Response from the Fellows has exceeded expectations. 323 letters have been sent to MPs from 205 constituencies; 85 MPs have responded from across the political spectrum.
 - MHCLG has sent a brief response to MPs and has claimed to be looking for a solution.
 - However, when the Gen. Sec. contacted MHCLG, the respondent said that the rent must be in compliant with Treasury Guidelines and be linked to market value so nothing has fundamentally changed. They may be able to offer payment options, but given that the rent is currently unaffordable, any options are unlikely to affect the underlying problem.
 - Tim Loughton FSA is co-ordinating the Westminster campaign; and Patrick Cormack FSA is active in the House of Lords.

- The Geological and Linnean Societies will be joining the campaign in January, bringing in additional sectors of support (e.g. oil/gas); the Royal Society of Chemistry will not be joining; and the Royal Astronomical Society are undecided. This will help relaunch the campaign after the Christmas break.
 - The Gen. Sec. is writing a position paper to document public engagement/public benefit including publications (the Society invests to disseminate new research through OA), lectures, the grants programme and KM. It will include international ‘hit rates’ on OA monographs and international cultural capital.
 - There have been 19-20 press articles including in The Telegraph, The Times, The Express and The Daily Mail but not The Guardian
 - The Gen. Sec. and Maurice Howard were filmed in interview with the BBC from BH the previous day, with Becky Loughead and Kate Bagnall talking on key collection objects.
 - The President will look at the Government’s Best Value Policy to stress that the Society is seeking a best value deal that recognises the public value of the Society’s activities as opposed to the Government’s current focus on BH as merely a commercial investment property. This may be an angle with which to interest the FT i.e. the financial calculation of public value.
 - The President will contact Country Life.
 - JH and the regional Wales group have contacted all Welsh MPs; JH will appear before the APPAG for History and Archives in the New Year.
 - In response to a question from DB about whether there have been any offers of financial support if the Society is forced to move, the Gen. Sec. noted that there have only been small support funds for the campaign, and that Fellows are reluctant to think about the alternatives. The campaign will focus on remaining at BH until the Government either refuses to respond or gives a definitive decision.
 - .
2. The draft paper on Contested Heritage, having been approved by Policy Committee and circulated:
- MM agreed to send the link to the Jesus College report [done].
 - There was discussion about the distinction between monuments established for contemporary memorialisation and put up later in order to celebrate the past (including e.g. the later celebration of imperialism and people who made money from slavery).
 - It was noted that while celebratory monuments might need to be moved, there is pushback from the museum community about the appropriate use of museum space: the final paragraph of the paper should be softened in response.
 - JH asked what the paper means by appropriate recontextualization; and DB suggested that defacement and destruction might themselves be forms of recontextualization, however controversial.
 - It was agreed to nuance the position of the paper, acknowledging that there may be occasions when dememorialisation and destruction might be appropriate – the example of the deNazification of Germany was noted as an example – and that planned destruction determined democratically might be acceptable.
 - CS noted that fundamentally the Society supports the conservation of the material remains of the past, however problematic.
 - The Treasurer will redraft the paper which will be circulated by email for final approval.

The formal meeting started at 13.30 pm. Apologies were noted from Sam Lucy and John Cooper.

52/20 Health and Safety

The Gen. Sec. reported that following a Library staff member testing positive for Covid, staff had been self-isolating for 10 days and that BH had now been reopened.

53/20 Minutes and Matters Arising

Minutes from the Council meeting of 22 October 2020, having been previously circulated, were agreed and will be signed at BH.

There were no matters arising.

54/20 BH Lease and PR Campaign

- i. The actions discussed and agreed in the Strategic Discussion were formally approved.
- ii. The Forward Plan for BH, previously circulated, was noted as being a summary of previously approved strategic plans and was formally confirmed and adopted.
- iii. The Hon. Sec. congratulated everyone involved in the campaign, with special commendations for the Gen. Sec. and Communications Manager.

55/20 Contested Heritage Policy Statement

The Treasurer agreed to redraft and nuance the paper previously circulated, for approval by Trustees by email.

56/20 Ethical Conduct Body

- iv. The Treasurer noted that there have been two applications for the post of Chair; and that he had identified a further three from the volunteers, two of whom are willing to be considered. The Treasurer and MM will meet with them [organised for January 12, 2021, post meeting].
- v. The appointed Chair will be involved in the recruitment of members.
- vi. Suggestions for the three non-FSA members should be sent to the President, Treasurer and Gen. Sec., with attention to diversity. MM noted he may have suggestions from the British Academy and Oxford and Cambridge. The Gen. Sec. has made informal contact with the other Courtyard Societies, especially the RSC.
- vii. A proposed timetable was agreed: to appoint the Chair by the end of January, and to have the ECB fully operational by March 2021.

57/20 Treasurer's Report

- xiii. Minutes from Finance Committee of 19 November 2020, having been previously circulated, were noted by Council.
- xiv. The Treasurer reported that the investment portfolio stood at £15,347,167 on 19 November and had increased slightly to £15,523,887 that day, 10 December 2020.
- xv. The Statement of Investment Policy Principles, having been previously circulated, was discussed. The acceptable percentage of gambling business is to be inserted [done]; and Council reluctantly accepted businesses with a minor income stream from pornography (e.g. hotels with pay-per-view adult films). The paper was approved in principle – the Treasurer to circulate a final draft by email.
- xvi. The HoF&O spoke to the Q2 Management Accounts, previously circulated, and noted that the deficit is less than anticipated due to deferred expenditure,

- especially at KM, and the loss of room hire. C-19 and other emergency grants of £73k had been received, though £87k of room rental income has been lost. Some of the grant income was restricted to specific items or projects e.g. laptops for staff working from home; AV for live-streaming.
- xvii. The second lockdown meant that KM was unable to reopen early. £250k of KMPPF is a large percentage of the deficit; the cancelled summer exhibition reduced the anticipated deficit.
Some of the drawdown will be carried forward to 2021/22 financial year.
Council approved the Q2 management accounts.
 - xviii. Staff left the meeting while Council discussed salaries: an increase of 0.7% was agreed.
 - xix. Progress has been made in setting up a service company, Lampada, and should be completed by February, in time for the two new staff at KM. The Treasurer and MM will be directors. A pension provider for the new company should be in place by February 2021. This may be offered to current staff not in USS but HR/legal advice is being taken on whether the Society has to match the USS benefits.
 - xx. The Gen. Sec. thanked the Treasurer, HoF&O, and Jon Penny for their work on this while he has been occupied with the BH campaign.

58/20 Kelmscott

- ii. The Gen. Sec. reported that the project is proceeding well with the barns due for completion before Christmas, and the new build delayed till January 2021. The cesspit is in, the ceiling issue is resolved, and work has started on the house. Digital work on the website, ticketing and the online shop is starting. There is a planned limited opening May-September 2021 which will include trialling the disabled buggy and other systems.
- iii. The HoD has managed to repurpose £40k of the £60k pledged, £15k of which is going to conservation of the collection.
- iv. May 2021 there will be activity to celebrate William Morris first coming to the Manor; with the official opening in April 2022.
- v. The President suggested that any work that will need to be done to the stonework in the next 25-30 years should be done now while the scaffolding is up.
- vi. The Business Planner is revising the visitor plan which will go to the KM Project Board.
- vii. The minutes from KM Committee meeting of 12 November 2020, having been previously circulated, it was noted that there will be at least one more meeting of the Committee, with a decision to be made whether it continues and what its remit should be.

59/20 Q3 Progress Report

The Q3 Progress Report having been previously circulated, the Gen. Sec. noted highlights.

- viii. The *Future of Archaeology* paper had been launched and Council noted various responses. A link was sent to all trustees [done].

60/20 Risk Register

Due to pressure of work, including the BH campaign, the Risk Register was deferred until March 2021 Council.

61/20 Secretary's Report

The Hon. Sec. reported that the Library Strategic Plan continues to be implemented, with the project to barcode books beginning in January 2021.

- i. 15 applications had been received for the new Archivist post with 6 interviews booked for 11 December 2020.
- ii. Margaret Ford was approved to join Library/Collections committee.

62/20 Director's Report

Minutes for Research Committee and Publications Committee, both on 5 November 2020 having been previously circulated, the Director reported highlights:

- iv. New members of Research Committee, Sadie Watson and John Cooper, had attended their first meeting.
- v. OM lecture programme is now full to the end of 2021; and the public lecture programme is almost full.
- vi. AntJ needs more articles on Roman/prehistory, and the Director is looking to redress this with the Publications Manager.
- vii. Katie Meheux was approved to join Publications Committee.

63/20 Nominations, resignations and deaths of Fellows

The Gen. Sec. reported that since October 22nd 2020 there had been 4 deceased, and 7 resignations.

Since January 1st 2020, 36 deceased, 40 resigned and 13 amoved for not paying their fees.

Current Total Fellows – 3062 plus 15 elected on 10 December 2020 – total 3077.

64/20 AOB

There being no further business, the meeting closed at 15.05.

