



Society for Reproduction and Fertility

**59th Annual General Meeting of the Society for Reproduction and Fertility
Hall 1B
Arena and Convention Centre, Liverpool
12.05-13.15 hrs, Friday 5 January 2018**

Present: A Michael (Chair), R Robinson (Vice-Chair), T Fleming (Treasurer), A Watkins (General Secretary), F Houghton (Programme Secretary)

72 Members:

O Adesina, H Alhilfi, C Allen, J Aplin, M Baryla, B Bjarkadottir, J Bradley, J Buratini, E Butt, S Calvert, A Childs, A de Mestre, WC Duncan, A Fazeli, M Fenwick, G FitzHarris, N Forde, A Fouladi-Nashta, P Fowler, E Goryszewska, J Gould, D Hiller, W Holt, F Johnson, M Johnson, K Jonas, A Kermack, S Lane, C Lomax, E Lucas, E Mbegbu, P McKeegan, S Milligan, A Mohammed, Z Mohammed, J Morrell, S Mowla, E Nagyova, C Nwachukwu, L O'Shea, E Papadoulou, J Parrington, C Price, S Publicover, J Ramalho-Santos, J Roach, P Ruane, M Ruiz-Diaz, M Safrai, O Sandra, K Schindler, A Sferruzzi-Perri, S Sheikh, K Sinclair, C Stenhouse, R Sumner, K Swann, S Theresa-Mathew, K Thomson, L Thurston, H Urbanski, M van der Mescht, C Vazquez-Diez, C Walker, L Watson, P Watson, H Webb, X Wei, N Wheelhouse, S Williams, K Woad, J Wong, B Zeebaree.

In attendance: M Maginn, J Scannell and C Swindall (The Conference Collective Secretariat)

MINUTES

59.1 Apologies for Absence

Apologies were received from Richard Lea.

59.2 Minutes of the 58th Annual General Meeting held at Edinburgh International Conference Centre on 5 January 2017

59.2.1 Matters Arising

There were no matters arising. The minutes were adopted.

Proposer: Suzannah Williams
Seconder: Amanda de Mestre

59.3 Adoption of the Report and Accounts for the year ended 31st December 2016

No questions were posed regarding the report and accounts and they were duly adopted.

Proposer: Cheryl Ashworth
Seconder: David Miller

59.4 Appointment of Auditors for the financial year ending 31st December 2017

The Treasurer advised Members that, for the year ending 31 December, an independent assessment, rather than a full audit will be conducted. This follows advice from PEM, the SRF's auditors, that an independent assessment suffices due to the size of the Society and its level of income. The appointment of PEM to conduct the audit was agreed by the membership.

Proposer: Stuart Milligan
Secunder: Suman Rice

59.5 Chair's report

The Chair commenced his report by advising that the first item, proposed changes to the Articles of Association had not been included in the pre-circulated Chair's report as it is an issue that has progressed over the intervening Christmas period.

59.5.1 Proposed changes to Articles of Association

For the benefit of those who are new to the Society, the Chair advised that the Society is governed by a highly detailed Memorandum and Articles of Association which have not been refreshed for 17 years. Both charity and company law have changed quite dramatically over that 17-year period. It is proposed to update articles and separate out by-laws that can be updated more regularly. Key changes proposed are as follows:

Firstly, it's proposed to change the Articles to allow all members to hold same status with respect to voting and eligibility to apply for awards.

The Chair reminded members that there are two categories of membership; statutory, non-statutory. Statutory members can vote but cannot benefit from the society. Non-statutory members can benefit from the society and its various schemes but aren't able to vote. The proposal is to move all members to a single status, which we've been advised is possible to do under current law. All members would then become voting members and all members be eligible to apply for awards.

The second change is that trustees would become eligible to vote. Members of Council are simultaneously company directors and trustees, which can sometimes present conflicts of interest. Having taken legal advice it is possible for trustees, i.e. members of council, to be eligible to apply for awards and to benefit from the Society as long as safeguards are put in place.

Those safeguards, to be approved by statutory members and the Charity Commission, might include that only a minority of members of council could at any one time benefit from the Society's awards. Any trustee who was applying to benefit would be excluded from the decision-making process in much the same way as is standard across a number of funding bodies.

The third and final significant proposed amendment to the Articles of Association is to streamline the election of Officers. The process is not particularly well-defined in the current Articles but the proposal is to keep a four-year term for the election of Officers but to move to a '1+3' model where a member of council is elected to become the Officer effectively a year in advance. They would serve one year, for example as the Treasurer-elect or the Chair-elect and then hold that office for a continuing three years. This

should hopefully make the roles more manageable than they have been in the recent past.

The Chair invited questions from members on the suggested changes outlined above:

A Fazeli asked for more details about the intended safeguards.

The Chair advised that these would be drafted by the Solicitor then put to the membership for approval. He explained that the purpose of reporting this to the AGM was not to discuss what the Articles of Association will say but rather what will go to the Charity Commission in outline for approval. The detail will be worked on over the coming months.

A Childs was happy with first and third proposals but uncomfortable with the proposal that trustees should benefit during terms of office. He felt that to avoid any conflicts an extremely transparent system would be required. Furthermore, he added that he didn't think it was a problem recruiting suitable candidates to Council and that there were people willing to forgo access to grants and awards for this short term.

P Fowler agreed with the sentiments of A Childs.

The Chair replied that this feedback will be taken into consideration, however there are recent examples of people applying for Council who would have been really valuable additions but subsequently withdrew their application because they felt conflicted over a grant application. Additionally, there are people who have left Council in order to benefit from a grant scheme.

He added that, at this stage, this suggestion is based on legal advice. If it doesn't have the support of the membership, then it will not be taken forwards.

G Fitzharris was also uncomfortable with the second proposal, suggesting that due to the close-knit nature of the Society, any reviews should be conducted by non-members of Council despite safeguards.

K Jonas was in favour of the second proposal suggesting that conflicts of interest can easily be overcome. She added that other societies manage this very well, including the Society for Endocrinology so long as appropriate safeguards are in place.

The Chair advised the membership about the next steps. Unless the membership feels strongly otherwise, an application will be made to the Charities Commission this month *for approval* to update the Articles of Association, without being tied to what those changes will be. This approval could take 6-8 weeks.

Subject to permission being granted, the draft changes, including details of the safeguards would then be made with the solicitor's involvement.

Council will discuss and suggest final edits to the draft Articles at their Spring meeting (11 May).

The updated articles would then be sent to statutory members as a written resolution and the statutory members would either approve or veto by signature. 33 of the 44 current statutory members (75%) would need to approve the changes for them to be implemented, otherwise, they would remain as they are currently.

G Fitzharris suggested that hard signature responses will be hard to achieve. The Chair advised that the alternative method would be to convene an Extraordinary AGM which would be harder to arrange. J Scannell (SRF Secretariat) advised that all statutory members would be emailed in advance to ensure they know the paperwork is on its way. They will continually be chased and reminded to return the paperwork within the 28-day deadline.

P Fowler asked if the membership would be voting on each modification individually? The Chair advised that this was not how it had been envisaged but this question will be referred back to the Solicitor.

S Milligan commented that he was open-minded about the second proposal but would like to see the safeguard proposals.

The Chair brought this discussion to a close by summarising that the aim is to try and get the Society back to a position where it was about 20 years ago where everyone was equal and everyone had votes and everyone could benefit.

He advised that nothing can progress until the Charity Commission gives the green light in principle to make changes and asked the membership if it was acceptable for the Society to approach the Charity Commission to seek this approval. This question was responded to by silent nodding.

Referring back to his circulated report, the Chair asked if there were any questions from the membership. No questions were posed.

The Chair concluded by expressing his thanks to a number of people and teams he had worked with during his time in office. Firstly, he thanked Michelle Maginn, Jacinta Scannell and the team at the Conference Collective (SRF Secretariat) adding that over the last two years the change in Secretariat has already delivered significant benefits to the Society.

The Chair also thanked Kathryn Spiller and Lindsay Flook of Bioscientifica who do a fantastic job publishing the Journal and just as importantly, selling the Journal, without which we wouldn't have the funds that we need to support the various activities of the Society.

The Chair thanked continuing members of Council for the commitment and enthusiasm they bring to their roles.

He moved on to thank, as customary, the retiring members of Council; Colin Duncan and Katie Woad finishing their terms as ordinary members, Franchesca Houghton concluding her term as the Programme Secretary, and Kacie Thomson, the out-going Early Career Rep.

The Chair continued with a special thank-you to Kevin Sinclair whose 5-year term as Editor-in-Chief of *Reproduction* drew to a close at the beginning of January. He added that Kevin had done a fantastic job with *Reproduction*

which has grown from strength to strength under his editorship. Kevin was invited to the floor to accept a small token of thanks from the membership.

The Chair also added thanks to Ramiro Alberio, out-going Reviews Editor for his work over the past 5 years.

The Chair, expressed his greatest thanks and admiration to Franchesca Houghton adding that she has been an outstanding Programme Secretary. During her term she was responsible for the SRF's programme input for an unprecedented number of conferences; 3 Fertility meetings, 2 SRF Summer conferences and two WCRB congresses. Franchesca was also invited to accept a small token of appreciation from the membership.

Finally, the Chair welcomed the new members to SRF council. Amanda de Mestre, Bruce Murphy, and Nick Wheelhouse who will serve as Ordinary Members.

In response to the Call for Nominations to SRF Council in late 2017, Council received 4 valid nominations for 4 vacant positions as at January 2018. As the number of nominations did not exceed the number of vacancies, the above candidates were duly elected without further procedure.

He continued that, Richard Lea will be succeeding Franchesca as Programme Secretary. Finally, the Chair introduced Colin Duncan as the new chair of SRF.

59.6 Vice-Chair's report

The Vice-Chair, Bob Robinson summarised the main highlights of his report. Membership numbers at the close of 2017 stood at 417. This is a notable increase of 50% on the final number in 2015 which is really pleasing. Of note is that this number included 36% in Early Career Member category 62% from UK with the rest from overseas.

112 members have renewed their membership for 2018 to date. The Vice-Chair reminded members that the membership fees remain frozen at £35 for Early Career and Retired members and £55 for Full Members.

Feedback from the 2016 Sex in Three Cities lecture series, delivered by Prof. Richard Sharpe, had been excellent.

Prof Thomas Hildebrandt is the speaker for 2018 and the Vice-Chair encouraged all members to promote the free-to-attend lectures within their institutes.

He advised that he will shortly be inviting the 2019 speaker and should be able to confirm who it will be by February.

Postscript – Prof Sarah Robertson, Adelaide has accepted the invitation to present the 2019 series.

The Vice-Chair advised Members that he has been tasked with setting up a new Public Engagement Committee to further promote the public engagement activities of the Society and he is currently drafting the Terms of Reference.

There were no questions on the report.

59.7 Treasurer's report

The Treasurer, Tom Fleming, covered the key points of his report. Two of the main sources of Society income are from the Credit Suisse and M&G Charifund. In 2017 the Society earned a return of £80,000 on investments. The current holdings amount to approximately £2m which is slightly up on previous years. Separate from investments, the Treasurer referred to the sterling work of Bioscientifica on the journal *Reproduction*. Sales of subscriptions for *Reproduction* look positive with £120k up to Q3 in 2017. These sources of income allow the Society to conduct the various charitable activities.

The Treasurer moved on to summarise the level of awards and different forms of sponsorship provided in 2017; Travel Grants, £14k; Vacation Scholarships, £23k, Academic Scholarships, £92k. The 2017 Sex in Three Cities lecture series had cost £6k to host. Additionally, £20k was offered to support 'non-SRF' conferences and workshops.

The Treasurer added that 75 bursaries, amounting to £53k, had been offered to members to support their attendance at Fertility 2017 and 91 bursaries, amounting to £70k offered for those attending Fertility 2018.

Furthermore, £48k was offered in bursaries to support 35 members attending the WCRB 2017 meeting in Okinawa. In addition to the bursaries, the Society had provided a donation of £6,731 to the organisers.

The Fertility 2017 meeting had made a £75k surplus which, when distributed across the three host Societies, (SRF, ACE and BFS) amounted to the SRF receiving £28k. The net cost to the SRF for its involvement in this annual meeting, when offsetting the income against the costs, is £32k. The annual Summer conferences used to cost the Society broadly £40-50k. The Treasurer added that over 100 members are in attendance at Fertility 2018.

The Treasurer concluded by stating that the Society is always looking for ways to extend its support for members and to increase its activities and invited questions from members.

A Childs asked if the Fund Managers had given any thought and advice relating to Brexit?

The Treasurer advised that he had indeed discussed the matter with our Fund Managers and the outcome was all quite positive.

S Milligan expressed that he was impressed by the breadth and depth of funds and that the Society appears to be more outward looking.

59.8 General Secretary's Report

The General Secretary commenced his report by reiterating that the Society is always open to suggestions of how to support its members. In this vein the Academic Scholarship remit was expanded in 2017 in response to demand and now includes 3 variations; the Early Career Researcher, Return to Research and the standard Academic Scholarship. Full details of the criteria for each are on the SRF website.

In 2016 a total of 4 applications for the Academic Scholarship were received and this increased to 12 applications in total across the 3 new types in 2017; 6 Academic, 1 Return to Research and 5 Early Career Researcher. The Education and Engagement Committee, supported by the Finance Committee had agreed to fund 8 applications amounting to £92,239.

In addition, we provide vacation scholarships for up to 8 weeks over the summer period for undergraduates to undertake a period of experience in labs run by SRF Members. These include a stipend of £250 per week for the student and £750 for consumables to the lab. 16 applications were received in 2017 with 9 funded and the General Secretary was pleased to add that several of these projects had culminated in abstracts being selected for presentation at Fertility 2018 with one being presented in the SRF Student Prize session. Applications are now open for the 2018 round.

There are now 4 rounds of travel grant application throughout the year to help meet demand and allow more flexibility for members to apply in advance of the meeting they plan to attend.

The 2017 Stewart Rhind Science Writing Prize was again popular in 2017. The winner was Kirsty Uttley, an undergraduate at the University of Edinburgh. Applications will soon open for the 2018 competition and all members were reminded to encourage submissions from undergraduates and postgraduates.

The General Secretary invited questions.

S Milligan suggested that, in light of the financial struggles faced by students and the healthy finances of the Society, a £250 per week stipend for the Vacation Scholarships seems rather ungenerous. The General Secretary advised that this will be taken on board and discussed by Council.

A Childs noted that only 9 out of 16 scholarships were awarded which is two fewer than 2016. He urged the committee, that whilst quality should remain important, to consider funding more or all applications. This would have only cost approximately an additional £15k to the Society this year.

The General Secretary's response was that there had been a number of applications which lacked quality, care and attention. All applications had been scored by two Committee members then ranked with a clear divide in score between those being awarded and those not.

A Childs acknowledged this response and added that it is encouraging that a number of poster and oral communications are evolving from these summer projects.

A Fazeli reiterated the point about all applications being funded to encourage students at this important time of their career.

The Secretary advised that there is no limit to the number that will be funded each year and they would fund all if they were of a sufficient quality. However, without going into full detail, the unsuccessful applications this year lacked specific detail and demonstrated a lack of time and effort invested in the application.

Paul Fowler added that an important part of these applications and projects is the relationship between the Supervisor and Student. It's the Supervisor's responsibility to ensure that the application is of sufficient quality.

S Sheikh, who has just joined medical school, suggested the Society might introduce a scheme to help medical students learn lab techniques who are not experienced enough to do a whole project. The General Secretary advised that the Vacation Scholarship Scheme can be used for this purpose. The maximum number of weeks supported is 8 but applicants can apply for shorter periods e.g. for 6 weeks whereby they learn a new technique for a couple of weeks then bolt a 4-week project on the end of it.

59.9 Programme Secretary's Report

The Programme Secretary commenced with reference to the WCRB in Okinawa, Japan, which had been well attended and supported by the SRF. The meeting had representation from 33 countries and 765 participants. The next WCRB Congress will be held in Beijing in 2020.

She moved on to the current Fertility meeting reminding members that this is the first 'joint Fertility' meeting where the Committee has endeavoured to include all sessions that were formerly part of the SRF's annual conference, e.g. prize sessions, whilst also aiming to maintain the SRF's identity.

S Williams fully endorsed this approach, adding that the SRF dedicated sessions on the afternoon prior to the main conference had worked really well.

The Programme Secretary acknowledged this feedback but added that in 2019 the main conference starts a day earlier. Therefore, based on this year's format, these sessions would fall on 2 January so the programme will need to be reworked.

C Walker cited the Early Career Symposium as fantastic and extremely helpful. She urged the Meetings Committee to keep this as part of the programme.

The Programme Secretary continued that 294 abstracts were submitted to Fertility this year compared to 260 in 2017. Attendance numbers also are higher in 2018 with 959 attendees (including exhibitors and speakers) including 793 delegates from 28 countries. 119 SRF Members contribute to this overall number compared to 141 from ACE, 241 from BFS and 119 non-members.

The next Fertility meeting will be held in Birmingham 3 -5 January 2019.

The Programme Secretary encouraged members to forward suggestions to the Council and Programme Secretary for future speakers.

The Programme Secretary thanked all the past and present Meetings Committee members who have supported her over the past 4 years to arrange programmes for 8 international conferences. Her thanks were also extended to the Conference Collective team at the SRF Secretariat and Profile Productions who organise Fertility.

She concluded by thanking all the SRF Council, past and present for their support and help.

59.10 Election of Honorary Members

The Chair reminded members that nominations for Honorary members are welcome throughout the year. Suggestions should be sent to the Secretariat.

This year Council proposes to extend Honorary Membership to Bill Holt in recognition of being awarded the Marshall Medal. Additionally, Thomas Hildebrandt would be eligible upon conclusion of presenting the forthcoming Sex in Three Cities lecture series.

These proposals were carried Nem Con

59.11 Any Other Business

All current serving officers were duly re-elected to serve for the forthcoming year.