



**Minutes of the Meeting of the
BOARD OF TRUSTEES
held on Monday, 5 December 2011 at 5.00 pm**

Present : Dr Mike Short (Chairman)
Mr Barry Brooks
Ms Jayne Bryant (by telephone)
Mr Steve Burgin
Mr Mike Carr
Ms Alice Chan (by telephone)
Ms Naomi Climer
Dr Simon Harrison
Professor Andy Hopper
Eur Ing Professor Barry Jones
Mr John Scott
Dr Hanna Sykulska-Lawrence
Professor Jeremy Watson
Professor William Webb
Professor Steve Williamson

In attendance: Mr Ed Almond (Director of Finance and Planning)
Mr Nigel Fine (Chief Executive and Secretary)
Mr Tim Hamer (Director of Knowledge)
Ms Michelle Richmond (Director of Membership and Professional Development)
Dr Tony Whitehead (Director of Governance and Policy)
Mr Andrew F Wilson (Head of Governance and Legal Affairs)

128. Private Meeting

128.1 The Board met without staff present and discussed a number of matters.

128.2 It was agreed that consideration should be given to giving greater prominence to the Board of Trustees in *Engineering & Technology* magazine.

129. Minutes

The Minutes of the meeting held on 4 November 2011 (T(11)M9) were approved and signed as a correct record, subject to the following amendment:

Minute 119.3: "The Board agreed that Professor Williamson and Ms Richmond should together approach the principal engineering institutions to enquire whether they had similar plans for new scholarships. They should also ask the UK Government whether it might consider providing matched funding for the proposed scheme." to read "The Board agreed that Ms Richmond should approach the principal engineering institutions to enquire whether they had similar plans for new scholarships to support undergraduates. Professor Watson and Dr Whitehead should also ask the UK Government whether it might consider providing matched funding for the proposed scheme."

130. Actions Taken or Outstanding

130.1 The Board noted a report on actions taken or outstanding since the previous meeting of the Board (T(11)86).

130.2 With reference to Minute 48.1(b) of T(11)M4, Mr Almond reported that work was underway to incorporate consideration of strategic collaborations in the Vision 2021 Strategy Working Parties.

130.3 Mr Brooks introduced and the Board approved the proposal from the Audit Committee for the audit fee to be paid for the year ending 31 December 2011.

130.4 Professor Williamson introduced and the Board approved the proposal from the Nominations and Succession Committee to appoint Miss Arlene McConnell as one of the two IET representatives on the Board of IET Connect.

131. Legal Entities

131.1 Mr Almond introduced and the Board noted the proposal for new legal entities in Canada and USA (T(11)87). Following discussion the Board:

- (a) approved in principle the incorporation of Institution of Engineering and Technology, USA and The Institution of Engineering and Technology (Canada) Inc;
- (b) agreed to delegate to the Executive the finalisation of the incorporation of Institution of Engineering and Technology, USA and The Institution of Engineering and Technology (Canada) Inc based on IET's own objects and controlled via the right to appoint and remove Directors.

131.2 Mr Almond introduced and the Board noted the proposal for a new legal entity in India (T(11)88). Following discussion the Board:

- (a) approved the creation of a for-profit entity in India trading as IET Services (India) Private Limited and wholly owned by IET with issued and paid-up share capital of Rs 100,000 (£1,400);
- (b) agreed to finalise the decision at the 5 December 2011 meeting in order to establish IET Services (India) Private Limited by the end of the Indian tax year, 31 March 2012;
- (c) agreed to delegate approval and signature of relevant corporate documents to the Chief Executive and Secretary, the Chairman of the Finance and Investment Committee and the Honorary Treasurer, as required.

131.3 Mr Almond introduced and the Board approved the proposals for the appointment of Directors of IEE Conventions Limited, IET Services Limited, IET Standards Limited, Institution of Engineering and Technology, USA, the Institution of Engineering and Technology (Canada) Inc and IET Services (India) Private Limited (T(11)89).

131.4 Mr Almond introduced and the Board noted the proposals for closure of the IET representative office in Beijing (T(11)100).

131.5 It was noted that in order to develop and promote the activities of IET in the China market, the IET established a representative office in Beijing on 21 June 2005. The IET established IET Engineering and Technology Consultancy (Beijing) Company Limited (a Wholly Foreign Owned Enterprise or WFOE) in Beijing on 10 February 2009, through IET Engineering and Technology Holding Limited (a wholly-owned subsidiary of IET established on 20 June 2008 in Hong Kong) to carry out consultancy services in connection with engineering and technology. Given the limited scope of permitted activity available to the Beijing Office and that the long term objectives of the IET Engineering and Technology Consultancy (Beijing) Company Limited (the wholly foreign-owned enterprise) was to undertake a broader range of activities in China, after careful consideration, it was unanimously resolved as follows:

- (a) that the operation term of the Beijing Office should not be renewed further and that the Beijing Office be closed;
- (b) that the closing date for tax deregistration purposes of the Beijing Office be 30 November 2011;
- (c) that IET will and IET shall procure the Beijing Office to complete all necessary formalities to deregister the Beijing Office with all relevant approving and registration authorities accordingly;
- (d) that as the Chief Representative of the Beijing Office has resigned his position Mr Ian Mercer be authorised to sign all the documents in relation to the matters approved in these resolutions and on behalf of the Beijing Office;
- (e) that Mr Nigel Fine be authorised to sign all the documents in relation to deregistration of the Beijing Office and on behalf of IET.

132. Strategy

132.1 Mr Fine introduced and the Board noted the proposals for Vision 2021 Strategy Working Parties (T(11)90). Following discussion the Board approved the propose approach, Working Party, workpackages, framework and timescales, subject to the addition of workpackages on the future of society and technology, business process innovation, future member requirements.

132.2 Ms Richmond introduced and the Board noted a report on the requirement for a global membership recruitment strategy (T(11)91). It was noted that the paper was concerned only with recruitment and not with retention. Whilst the paper presented a confident strategy for the UK, China and India, it did not suggest how the rest of the world should be addressed.

133. Governance

133.1 Dr Whitehead introduced and the Board noted a report on volunteer talent management (T(11)92). A project board would be established reporting to the Nominations and Succession Committee. This would also work closely with the recently established Fellowship Committee. A further progress report would be made to the Board of Trustees in March 2012.

133.2 Mr Wilson introduced and the Board noted a proposal to limit candidates standing for election as Deputy President (T(11)93).

133.3 Dr Whitehead introduced and the Board noted a proposal from a member for a Special General Meeting (T(11)94). It was noted that this referred in part to the recommendations concerning Council in the external Governance Review, which were still under consideration by Council.

133.4 The President reported that he had asked the Governance Review Oversight Panel to consider the paper, which it had done on 24 November 2011. The Panel had suggested that a meeting be held to discuss the proposals in the paper, with one or two Trustees, the Chairman of Council and senior staff. The Board agreed that Dr Nigel Burton, Chairman of the Panel, should convene such a meeting and that Mr Burgin and Mr Carr should participate as Trustees.

134. Under-Representation of Women in STEM

134.1 Ms Richmond introduced and the Board noted a report on the under-representation of women in STEM (T(11)95).

134.2 During discussion the following points were made:

- (a) The IET should learn lessons from those European countries with a large proportion of women engineers.
- (b) An event should be arranged to mark the 40th anniversary of the Young Woman Engineer of the Year.
- (c) Care should be taken to avoid starting new activities that would overlap with initiatives by other organisations.
- (d) There should be better visibility of current IET initiatives such as the IET Women's Network Facebook Group on the IET website.
- (e) Education 5-19 activities should be directed more towards women.

134.3 Following discussion the Board approved:

- (a) that the Fellowship Committee should consider how to identify potential women candidates and encourage them into Fellowship;
- (b) that the Nominations and Succession Committee should consider how to identify women candidates for Honorary Fellowship;
- (c) continued development of the IET Women's Network and the establishment of an online women's community;
- (d) targeted professional registration support to improve the proportion of professionally registered women members;
- (e) surveys of current and lapsed women members to identify support that the IET could provide as part of the membership package.

135. IET A F Harvey Engineering Research Prize

135.1 Ms Richmond introduced and the Board noted a report on the IET A F Harvey Engineering Research Prize (T(11)96).

135.2 The Board noted the award of the Prize for 2011 and agreed that henceforth the Prize should follow a three, rather than a four year cycle, as follows:

- Year 1: Medical engineering;
- Year 2: Microwaves and radar;
- Year 3: Lasers and optoelectronics.

136. Council

136.1 Dr Whitehead introduced and the Board noted a report from Council (T(11)97).

136.2 The Board agreed to invite the Chairman of Council to be its guest for dinner following the meeting on 6 February 2012.

137. Quarterly Risk Assessment Report

Dr Whitehead introduced and the Board noted the Quarterly Risk Assessment Report (T(11)98).

138. Chief Executive's Report

138.1 Mr Fine introduced and the Board noted a report from the Chief Executive and Secretary (T(11)99).

138.2 See confidential Minute.

138.3 See confidential Minute.

138.4 See confidential Minute.

138.5 Professor Hopper reported that the IET had been one of the signatories of a letter from several science, engineering and mathematics bodies calling on the Engineering and Physical Sciences Research Council (EPSRC) to pause the changes being made to its funding policy. A response from Professor David Delpy and Mr John Armitt of EPSRC had been printed in *Nature* on 17 November 2011.

138.6 It was noted that the Communities Resourcing Committee would discuss at its next meeting whether to hold a Volunteers Conference Weekend in 2012, similar to that in 2011, or instead to arrange five regional Volunteers Conferences. It was noted that Council had again discussed the suggestion of an International Congress, but had not agreed whether or not to propose one, or what such a Congress might comprise. Subject to the decision of the Communities Resourcing Committee, the Knowledge Management Board would be responsible for the event or events to be held in 2012.

140. Savoy Hill House

140.1 Mr Almond reported that Charity Law required any disposal of charity land and buildings, including disposal by way of lease exceeding seven years, to be preceded by consideration of a surveyor's report (a section 36 report). Leases to let the third and ground floors of Savoy Hill House were at the advanced stage of negotiation and would require due consideration of section 36 reports before signature. In both cases the expected rent was at least comparable to the original expectations included in the business case reviewed by the Board of Trustees.

140.2 The Board agreed to delegate review of the section 36 reports and signature of the leases to two Trustees (from either the President, the Honorary Treasurer and the Chairman of the Finance and Investment Committee) and the Chief Executive and Secretary.

141. See confidential Minute.

142. Dinner Guests

It was noted that Mr George O'Neill and Ms Christine Oxland of IET Connect would be guests at the dinner following the meeting.

143. Date of Next Meeting

Monday, 6 February 2012 at 5.00 pm.