



CO(06)M1
2 June 2006

**Minutes of the Meeting of
COUNCIL
held on Thursday, 18 May 2006 at 2.00 pm**

Present: Sir John Chisholm (President/Chairman)
Professor Muwafak Al-Tai
Mr Lawrence Andrews
Mr Nick Baines
Mr Phil Barlow
Mr Edwin Beswick
Mr Colin Billowes
Mr Jonathan Bonugli
Mr Stephen Broadfoot
Cdre Barry Brooks
Mr William Brophy
Sir David Brown
Mrs Jean Brownsword
Mr John Bullock
Dr Nigel Burton
Mr Alan Casey
Miss Alice Chan
Mr Howard Cherry
Mr Michael Cotterell
Mr Christopher Crane
Mr Frederick Davis
Dr Farzin Deravi
Mr Brian Desborough
Mr Anthony Duggan
Dr Abdel Karim El-Jabali
Dr Meng Joo Er
Dr Michele Fiorini
Mrs Suzanne Flynn
Mr Conrad Freezer
Mr John Garraway
Dr Ing Guiliano Gatti
Mr Alan Gibbons
Mr Tony Gill
Mr Brian Green
Mr Trevor Grimshaw
Mr Roy Haley
Mrs Virginia Hodge
Professor David Howard
Mr Mark Hunter
Eur Ing Malcolm Ireland
Mr Gabriel Izienicki
Mr Blane Judd

Mr Kenneth Kendrick
Mr Mark Linney
Mr John Loughhead
Dr David Lowther
Mr Pradeep Mallick
Mr Bob Martin-Royle
Mr James McConnach
Mr Sam McLaughlin
Dr Chrys Mendis
Mr Christopher Monday
Mr Anthony Moss
Mr Robert Neighbour
Mr Graham Nicholls
Mr Philip Oakley
Mr George O'Neill
Professor David Owens
Mr Norman Penny
Professor Maria Petrou
Mr Christopher Pilgrim
Mr Richard Piper
Mr Albert Poon
Miss Michelle Richmond
Mr George Robb
Mr Ronald Sambell
Mr Malcolm Sarstedt
Mr Steven Saunders
Eur Ing Andrew Stringer
Mr Max Thomson
Mr David Toshack
Mr Dave Townsend
Mr David Tullett
Miss Suzanne Venables-Wood
Mr David Walker
Mr Barry Ward
Mr Nigel Ward
Mr Alan Watts
Professor Bernard Weiss
Mr Glynn White
Mr Stuart Whiteley
Mr Terence Wong

In attendance: Mr Ed Almond (Director of Corporate Strategy and Planning)
Mr John Beale (Knowledge Networks Consultant)
Mrs Alison Bunnell (Board of Trustees Executive)
Mr Richard Cherry (Director of Marketing)
Mrs Marcia Hamlin (PA to Director, Qualifications)
Mr Paul Jackson (Director of Professional Operations)
Mr Steve Riding (Director of Finance, Planning and Facilities)
Dr Alf Roberts (Chief Executive Officer)
Dr Agnes Segal (Manager, Global Branch Operations)
Mrs Katy Turff (Acting Director of Qualifications)
Mr Andrew F Wilson (Head of Governance and Legal Affairs)

1. Welcome and Introduction

The President welcomed members to the first meeting of the Council of the Institution of Engineering and Technology.

2. Apologies for Absence

Apologies for absence were received from Mr John Ashe, Mr Hamish Bell, Ms Kate Bellingham, Dr Emma Braithwaite, Mr Mike Brownsword, Professor Paul Cannon, Mr Leo Choi, Mr Bill Dennay, Mr Barry Dobson, Eur Ing Dr Amanda Dowd, Mr Chris Earnshaw, Professor Wendy Hall, Mr David Hodgkinson, Professor Andy Hopper, Mr Yau Hee Kho, Eur Ing Ian McArdle, Miss G Micic, Mr C M Nadin, Professor John O'Reilly, Sir Robin Saxby, Mr Iain Sturrock, Dr Tony Sung, Mr Gary Thompson, Ms Penny Thompson, Rt Hon Lord Trefgarne PC, Professor Keith van Rijsbergen, Mr Graeme Vincent, Professor William Webb, Mr Derek Walker, Mr Andy Watson and Professor Jeremy Watson

3. Charter and Bye-laws Review

3.1 Council noted a report on the IEE Special General Meeting held on 22 March 2006 and the result of the ballot to select four Council members for the Charter and Bye-laws Review Working Party (CO(06)1).

3.2 It was noted that the members of the Working Party were:

Appointed by the Board of Trustees

Mrs Jean Brownsword

Dr Nigel Burton

Mr Chris Earnshaw

Mr Gabriel Izienicki

Appointed by Council

Mr Colin A Billowes

Mr Mark Hunter

Mr Norman Penny

Mr David M Toshack

Appointed by the Petitioners

Professor Colin S Aitchison

Professor Colin W Davidson

Mr Robert E B Holland

Dr John C Williams

3.3 Mr Whiteley expressed concern that the membership of the Working Party did not appear to reflect the membership of the Institution, with an average age of 62 and only one Younger Member.

3.4 The President commented that the Institution was bound by the resolution approved by the SGM and agreed that the membership of the Working Party did not reflect the membership with respect to age, Younger Members, members resident outside the UK, and members in full-time employment. Nonetheless, he hoped that being aware of that point, the Working Party would try to represent the views and opinions of all members.

3.5 It was noted that all members had been invited to submit their views on the Royal Charter and Bye-laws, so that they could be considered by the Charter and Bye-laws Review Working Party.

3.6 Council noted a proposal from Mr Hamish Bell, who was unable to attend the meeting, that the Charter and Bye-laws Review Working Party should publicise its meetings and agenda, hold its meetings in open session, allow observers to attend its meetings, permit observers to intervene at meetings if invited by the Chairman, publish the Minutes of its meetings on the Institution website within ten days of the meeting, restrict access to the Minutes to members of the Institution, and provide a Discussion Forum on the Institution website to discuss the business of the Working Party. Following discussion it was agreed that the operation of the Working Party should be as open as possible and, whilst not all of the suggestions made would be practical, the Working Party should be asked to consider Mr Bell's proposal.

4. Council Effectiveness

4.1 Mr Penny introduced and Council noted a paper proposing a modus operandi for Council (CO(06)2).

4.2 Following discussion Council voted on each point in the paper and agreed:

- (a) that Council should focus on and influence the future direction and strategy of the Institution so that the Institution's activities and administration were based on stakeholders' needs, and that the strategic direction offered should balance members' and others' needs with commercial activities;
- (b) that the terms of reference of the Board of Trustees, Council and other Boards and Committees, and an organisation diagram, should be published on the Institution website;
- (c) that Trustees should be non-voting members of Council and that the regulations for elections should be published on the Institution website;
- (d) that the chairman of Council should be elected by members of Council;
- (e) that three full-day meetings of Council should be scheduled for each year;
- (f) that a meeting of the Board of Trustees should be held about two weeks after each Council meeting;
- (g) that the Agenda for each Council meeting should be put together by a Council Co-ordination Team, in consultation with staff, the Board of Trustees, the four Main Boards, Network (Branch/Region) Committees, and other Committees;
- (h) that the Agenda and papers for Council meetings should be made available at least 14 days before the meeting;
- (i) that material discussed by Council should be issued in advance and briefly presented, that meetings should be managed to give full debate resulting in positive closure, that complex matters should be referred to Working Parties, and that there should be rules governing Council debates;
- (j) that Council members should vote on certain issues so as to provide clarity of advice, but that a broad range of comments on strategic issues should be offered to the Board of Trustees;
- (k) that the Board of Trustees should report to each Council meeting;

- (l) that there should be a Council Co-ordination Team to select the agenda items for each Council meeting, to set up and co-ordinate Working Parties as directed by Council, and to handle Council business between meetings (Minute 9 also refers);
- (m) that there should be a Council Discussion Forum and that threads should be steered by moderators;
- (n) that a report on each Council meeting should be published on the Institution website, and that the Agenda and Minutes of all Boards and Committees should be made available to Council members;
- (o) that the expertise of Council members should be utilised when the Institution created Working Parties;
- (p) that any unresolved matters relating to the above decisions should be referred to the Council Co-ordination Team;
- (q) that the Council Co-ordination Team should report back on Modus Operandi before the next meeting of Council;
- (r) that any unresolved matters relating to the above decisions that require a decision of Council should be discussed at the next meeting.

4.3 Council noted a proposal from Mr Mendis to increase the number of Council meetings each year and agreed that this matter had been dealt with in the decision that three full-day meetings of Council should be scheduled for each year (Minute 4.2(e) refers).

4.4 Council noted a proposal from Mr Thomson that the Institution should create an International Focus Group comprising all members of Boards and Council resident outside the United Kingdom. Following discussion Council voted on the proposal and agreed:

- (a) that there should be an International Focus Group comprising all members of the Main Boards and Council resident outside the United Kingdom;
- (b) that the International Focus Group should meet shortly before the meetings of Council but at a time that did not coincide with other Main Board meetings;
- (c) that the International Focus Group should provide support and communication for the members of the Group, provide a global focus on all structures of the Institution, and make recommendations to the Main Boards and Council.

4.5 Cdre Brooks reminded Council that the Membership and Regions Board was responsible for Network (Branch/Region) issues. As those matters were addressed by the Membership and Regions Board, Council and the Board of Trustees were free to devote their time to strategic issues. Dr Roberts reminded members of Council that any matters of concern for members of Council should be raised with the staff immediately, so that they could be resolved promptly. It would be unhelpful to bring such operational issues to Council meetings, and thus delay resolving the issues.

5. Integration of IEE and IIE

5.1 Dr Roberts gave an oral report on the integration of the Institution of Electrical Engineers and the Institution of Incorporated Engineers and the creation of the Institution of Engineering and Technology.

5.2 Dr Roberts drew particular attention to the work that had been done to integrate the Branch and Regional structures of the two Institutions, to create the most appropriate geographic and technical networks.

5.3 Mr Desborough asked whether Council could be provided with access to a list of the members of staff of the Institution and Dr Roberts undertook to arrange this.

6. Corporate Plan

6.1 Mr Almond introduced and Council noted the Corporate Plan 2006-2010. He explained the annual planning cycle and invited members to comment on the Plan and provide views that could inform the drafting of the next Plan. In particular the Trustees would welcome Council's views on the concept of Knowledge Networks.

6.2 During discussion the following points were made:

- (a) Mr Gill commented that the comparison of event attendances in Branches from year to year was not always possible as data collection was not always consistent;
- (b) the Institution needed to devote more attention to the opportunities for developing EngTech;
- (c) Mr Monday commented that he could not see value in reviewing the Corporate Plan in May and making input to the next Plan. He considered that the Plan failed to address objectives and strategy in a concise manner and appeared to be essentially a backwards-facing document;
- (e) Mr Monday suggested that the Corporate Plan should focus on small number of issues rather than the entirety of the Institution's activities. Dr Roberts explained that the Corporate Plan was presented to the Board of Trustees to identify what the Institution could do in the coming year and, once approved, it was a statement of what would be done. However, the executive summary of the Plan could also be provided for Council;
- (g) Mr Billowes suggested that consideration should be given to how the Institution might assist engineers living in developing countries. Dr Roberts commented that a large proportion of Institution services were already available at no cost when provided via the internet;
- (h) Mr Jackson reported that the Institution had resigned from EUREL so that it could be free to compete with the IEEE and other societies in continental Europe;
- (i) Mr McConnach commented on the degree of co-operation between institutions that already existed at the local Network (Branch/Region) level;
- (j) Mr McConnach suggested that member satisfaction should be tracked as a key performance measure. Dr Roberts reported on the content of the recent Member Satisfaction Survey, which the Trustees had agreed should be published.

- (k) Mr White asked about the plans for the Craftsmen's Register and Dr Roberts explained that this was being considered in the light of the concerns of the EC^{UK} and issues of differentiation with EngTech.

7. Annual Report

Council noted the IEE Annual Report for 2005.

8. Membership Packages

8.1 Mrs Brownsword introduced and Council noted a progress report on the development of Membership Packages for local markets (CO(06)3). It was intended to make a more detailed report to Council at its next meeting.

8.2 It was suggested that Network (Branch/Region) Committees might need more support to help them complete and return the questionnaires they had been given.

8.3 Mr Billowes commented that he thought that effort should concentrate on considering why the IEEE was more successful than the Institution at recruiting members in North America and that the research required ought not to be conducted in-house.

8.4 Professor Petrou commented that the amount of data collected had been extremely small and the analysis was not statistically valid.

9. Council Co-ordination Team

9.1 Council noted a proposal for a Council Co-ordination Team (CO(06)4). It was noted that the decision to have a Council Co-ordination Team had been taken earlier in the meeting (Minute 4.2(1) refers).

9.2 It was agreed that the terms of reference of the Team should be:

The Council Co-ordination Team is appointed by Council from amongst its members. Its purpose is to select agenda items for each Council meeting, in consultation with staff, the Board of Trustees, the four Main Boards, Network (Branch/Region) Committees, and other Committees, to set up and co-ordinate Working Parties as directed by Council, and to handle Council business between meetings

A ballot of Council members is held each summer, when the membership of Council for the next Session is known, to elect 6 members. All members of the Team must be current members of Council. Not more than 2 members of the Team may be Trustees.

The Team will select its chairman from amongst its members. The chairman of the Team may not be a Trustee.

The period of service on the Team cannot exceed three years. At least one third of the members of the Team must retire each year by rotation.

9.3 It was agreed that the members of the Council Co-ordination Team for the time being should be:

Mr Norman Penny (Chairman)
Mr Nick Baines
Mr Colin Billowes
Mrs Jean Brownsword
Dr Nigel Burton
Mr Brian Green
Mr Chris Monday
Mr George Robb
Mr Stuart Whiteley

9.4 It was agreed that members of Council should next be invited to nominate members of the Council Co-ordination Team in October 2006.

10. Reports from Boards

10.1 Council noted a report from the Board of Trustees (CO(06)5).

10.2 Council noted that meetings of the four Main Boards had been held earlier in the day and reports would be made to Council at future meetings.

11. Council Constitution and Terms of Reference

11.1 Council noted the constitution and terms of reference of Council (CO(06)6).

11.2 Council noted guidance notes covering confidentiality of papers, code of conduct, legal liability, budgetary control guidelines and international travel plans.

12. Royal Charter and Bye-laws

Council noted the Royal Charter and Bye-laws of the Institution of Engineering and Technology.

13. Informal Meeting of Members of Council

13.1 Mr Green gave an oral report on the matters that had been discussed at an informal meeting of members of Council held earlier in the day. The following proposals had been made:

- (a) the Council Discussion Forum should be accessible to all members of the Institution, but only members of Council should be able to post messages to the Forum;
- (b) each Council Discussion Forum thread should have a moderator;
- (c) Council should debate a small number of sections of the Corporate Plan rather than the complete Corporate Plan;
- (d) the executive summary of the Corporate Plan should also be provided for Council;
- (e) Younger Members Committees should be empowered within local Networks and Younger Members should have easier access to Network (Branch/Region) Committees;
- (f) the pool of volunteers should be increased so that the Institution was not reliant on a small number of volunteers who performed a large number of duties.

13.2 It was agreed that these proposals should be considered at a later date.

13.3 It was noted that many members of Council had been unable to attend the informal meeting, because it had been arranged at short notice by the Council Co-ordination Team and it had coincided with the meetings of the Main Boards earlier that day. It was suggested that the repetition of discussions between the informal meeting and the Council meeting had not made good use of members' time.

14. Membership and Regions Board

Cdre Brooks gave an oral report on the matters that had been discussed at the meeting of the Membership and Regions Board held earlier that day. Branches/Regions were to be renamed Networks, whilst PNs/SIGs were to be renamed Technology and Professional Networks. A new challenge fund had been agreed to encourage proposals for new Network (Branch/Region) activities.

15. Date of Next Meeting

Thursday, 16 November 2006 (time to be agreed).