IET The Institution of
Engineering and Technology

7 October 2015

PAPER CLASSIFICATION: OPEN

Minutes of the Special General Meeting of
THE INSTITUTION OF ENGINEERING AND TECHNOLOGY
held on Friday, 25 September 2015 at 2.30 pm
at One Great George Street, London SW1

Professor William Webb, President, in the Chair

1.   Announcements

1.1.   The President opened the Special General Meeting and made the following announcements:

1.1.1. Only Members, Fellows and Honorary Fellows of the IET have the right to discuss and vote on the Resolutions. Members entitled to vote, who have not already submitted proxy voting papers, have been given voting paper when they signed the attendance register. These voting papers will be used later in the meeting.

1.1.2. There is a live webcast of the meeting in IET.tv.

1.1.3. The IET Bye-laws allow members to appoint a proxy to vote on their behalf if they are unable to attend the Special General Meeting in person. A notice posted on the door of the meeting indicated the proxy votes that had been recorded. The Chairman has previously stated that he will use all votes left to his discretion (that is, the 'undirected proxy votes') to vote in favour of Resolution 1 and against Resolution 2.

1.2.   The President drew attention to the live webcast of the meeting and that a recording would be available afterwards on IET.tv (https://tv.theiet.org/?videoid=7285).

2.   Minutes

2.1.   The Minutes of the previous Special General Meeting held on 17 May 2007 were taken as read.

3.   Notice of Meeting

3.1.   The notice convening the meeting, circulated to members in July 2015, was taken as read.

4.   Resolution 1

4.1.   Mr Alan Watts (Fellow) moved the first Resolution:

RESOLUTION 1
THAT the proposals for changes to the IET's governance, known as Governance for the Future, which are the result of a consultation with members and are approved by both the Board of Trustees and Council, be progressed without unnecessary delay so that they can be put to the membership of the IET in accordance with the IET's Bye-laws no later than February 2016, to enable implementation on 1 October 2016.

4.2.   The Resolution was seconded by Dr David Evans (Fellow).

4.3.   The President invited contributions to the discussion.

4.4.   Mr Keith Thrower (Fellow) asked whether, under the Governance for the Future proposals, the proposed new Council would be composed of Trustees. Mr Alan Watts (Fellow) replied that the Trustees were non-voting members of the current Council. The Trustees would not be members of the proposed new Council, but would be invited to attend its meetings.

4.5.   Professor Don Swift-Hook (Fellow) spoke about his reasons for opposing the Resolution.

4.6.   Mr Malcolm Dudson (Fellow) commented that the Governance for the Future proposals lacked clear differentiation between the body with responsibility for setting strategy and the body which monitored the implementation of the strategy, he was in favour of reducing the size of Council, he would like to see a channel of engagement between the membership and the members who carry out these tasks until the proposals come up for approval.

4.7.   Mr Gary Hayes (Associate) asked to speak at the meeting. The President reiterated that only Members, Fellows and Honorary Fellows of the IET had the right to discuss and vote on the Resolutions.

4.8.   Professor John Allen (Fellow) commented on the similarity of the Governance for the Future proposals to proposed reforms that had been rejected by the University of Oxford.

4.9.   The President called a poll on the first Resolution.

4.10.   Mr Nigel Fine (Chief Executive and Secretary) explained the arrangements for the poll.

4.11.   Dr Frank Johnson (Fellow) asked for an explanation about the proxy votes that were recorded as abstentions. Mr Fine replied that blank or incomplete Proxy Voting Forms that had not been spoiled were counted as abstentions.

4.12.   The counting of the voting papers took place after the close of the meeting and the results of the poll were:

Resolution 1: Proposed by the Board of Trustees
9,698 votes in favour; 5,525 against; 180 abstain
(63.7% to 36.3% of those voting).

5.   Resolution 2

5.1.   Professor Ali Hessami (Fellow) moved the second Resolution:

RESOLUTION 2

The undersigned members[2] of the IET petition that a Special General Meeting of the membership of the Institution be called under Bye-law 40 in order to establish a small group (a Task Force) representative of these Petitioners and the Governing body of the Institution.

The Task Force shall review and revise the governance structure of our Institution, the Bye-laws and Council Regulations, in order to ensure that they accord with the Code of Good Governance and provide a Council that is effective, democratically represents the membership, and ensures a good inter-working relationship between the Trustees and Council.

The agreed recommendations of this Task Force are to be submitted to a second Special General Meeting at a date to be arranged, but not later than May 2016.

5.2. The Resolution was seconded by Dr Frank Johnson (Fellow).

5.3. The President invited contributions to the discussion.

5.4. Dr Simon Hart (Member) drew attention to the support for the Governance for the Future proposals which had been expressed by Council, the Main Boards and Committees and also the elected members of those Boards and Committees.

5.5. Professor Charles Turner (Fellow) commented that he did not support the Governance for the Future proposals because they did not propose replacing Council with a fully elected body.

5.6. Mr Andrew Miskin (Member) drew a comparison between the Institution and the Chartered Institute of Management Accountants, which had also opted to have a Council with both elected and appointed members.

5.7. Mr Mike Funk (Member) commented that he believed the Governance for the Future proposals would require the Chairmen of Boards and Committees to attend an unreasonably large number of meetings.

5.8. Professor Don Swift-Hook (Fellow) suggested that members should consider voting in favour of both the first and second Resolutions.

5.9. Professor Tony Davies (Fellow) commented that because a significant number of members had voted against the first Resolution and in favour of the second Resolution, the Trustees should bear in mind that the wishes of all members who had voted.

5.10. The President called a poll on the second Resolution.

5.11. The counting of the voting papers took place after the close of the meeting and the results of the poll were:

Resolution 2: Proposed by a Group of Members
5,907 votes in favour; 9,326 against; 185 abstain
(38.8% to 61.2% of those voting).

5.12. Ms Naomi Climer (President-elect) commented on the Trustees' plans to meet members at Local Network meetings, on the need to consider the views of the members who had used their votes to express a concern with the direction being followed by the Institution, and to provide reassurance to those members. She was confident that the best way forward for the Institution would be agreed upon, so that it could move forward in its Vision to engineer a better world.

6. Close

6.1. The President closed the meeting.