

25 February 2016

PAPER CLASSIFICATION: OPEN

**Minutes of the Special General Meeting of
THE INSTITUTION OF ENGINEERING AND TECHNOLOGY
held on Thursday, 11 February 2016 at 6.30 pm
at Savoy Place, London WC2**

Ms Naomi Climer, 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 had the right to discuss and vote on the Resolutions. Members entitled to vote, who had not already submitted proxy voting papers, had been given a voting paper when they signed the attendance register which would be used later in the meeting.
 - 1.1.2. There was a live webcast of the meeting and a recording would be available afterwards on IET.tv (<https://tv.theiet.org/?videoid=7940>).
 - 1.1.3. The IET Bye-laws allowed members to appoint a proxy to vote on their behalf if they were unable to attend the Special General Meeting in person. A notice posted in the ante-chamber indicated the proxy votes that had been recorded. The President had previously stated that she would use all votes left to her discretion (that is, the 'undirected proxy votes') to vote in favour of each of the five Resolutions.

2. Minutes

- 2.1. The Minutes of the previous Special General Meeting held on 25 September 2015 were taken as read.

3. Notice of the Meeting

- 3.1. The President drew to the attention of the meeting a minor technical error in the document attached as Appendix B to the Notice of the Meeting. On page 16, in the section relating to Resolution 5, Bye-law 3, column 3, the reference to "by means of an electronic communications system" should be taken to read "by means of an electronic communications network", to match the same change which had been made to the Electronic Communications Act.
- 3.2. The notice convening the meeting, circulated to members in December 2015, was taken as read.
- 3.3. The President commented that the Governance for the Future proposals had been shown to the Engineering Council and the Privy Council office. The Engineering Council had made some very helpful comments, which were taken into consideration. The Privy Council office confirmed that there were no issues to raise at that stage.

- 3.4. The President reported that some members had asked her to clarify how many of the 'undirected proxy votes' were assigned to the Chair using the QuickVote option and she explained that for Resolution 1 there had been 10,576 'undirected proxy votes' assigned to the Chair – 10,077 via the QuickVote option and 499 otherwise.
- 3.5. Finally she mentioned that she intended to propose to the Board of Trustees that there should be a review of whether the current requirements for a Proxy Voting System and physical meeting was still the best arrangement for the IET.

4. Resolution 1

- 4.1. Dr Peter Bonfield (Fellow) moved the first Resolution:

RESOLUTION 1

To amend the Council Regulation as part of the Governance for the Future proposals, by reducing the size of Council, introducing appointments to Council alongside elections, requiring Council members to sit on one of the IET's Main Boards, and enable Council meetings to be held on the same day as Board of Trustees meetings. The detail of these changes to the Council Regulation is shown in the third column of Appendix A to this Notice. This resolution is conditional on the passing of Resolution 2.

- 4.2. The Resolution was seconded by Professor Bob Cryan (Fellow).
- 4.3. The President invited contributions to the discussion.
- 4.4. Mr Alec Thomas (Member) asked why the maximum age for seconded members of Council had been set at 36.
- 4.5. Mr Alan Watts (Fellow) replied that the proposed Council Regulations did not set an upper limit for the age of either elected or appointed members of Council. However, there was a requirement that at least three members of Council should be aged less than 36 years at the commencement of their term of office.
- 4.6. Mr Keith Thrower (Fellow) asked whether it was proposed to change the powers of Council and whether it would have 18 elected members.
- 4.7. Dr David Evans (Fellow) replied that the purpose of Council would remain the same, as stated in the current Bye-laws. It was proposed that Council should have 28 members, of whom 18 would be elected.
- 4.8. Professor John Allen (Fellow) commented that he did not support the proposals because he believed that all members of Boards should be elected. He compared the proposals to amend the Council Regulations to similar proposals that had been made at the University of Oxford.
- 4.9. Mr James Arathoon (Member) asked how appointed members of Council would be treated.
- 4.10. The President replied that all Council members, whether elected or appointed, would be treated equally.

5. Resolution 2

- 5.1. Dr Peter Bonfield (Fellow) moved the second Resolution:

RESOLUTION 2

To amend the Bye-laws relating to Council as part of the Governance for the Future proposals subject to such changes as the Privy Council may require and which are agreed by the Board of Trustees of the Institution. These amendments to Bye-laws 86, 89, 90 and 91 facilitate the changes to the Council Regulations outlined in Resolution 1. The detail of the changes to these Bye-laws is shown in the third column of Appendix B to this Notice. This resolution is conditional on the passing of Resolution 1.

- 5.2. The Resolution was seconded by Mr Barry Brooks (Fellow).
- 5.3. The President invited contributions to the discussion.
- 5.4. Mr Frank Everest (Fellow) asked for clarification about the status of Trustees on Council.
- 5.5. The President replied that it was proposed that Trustees would attend Council meetings as non-voting observers, which was quite similar to their current status as non-voting members of Council.

6. Resolution 3

- 6.1. Mr Alan Watts (Fellow) moved the third Resolution:

RESOLUTION 3

To amend the Bye-laws relating to the Board of Trustees as part of the Governance for the Future proposals, in particular the composition of the Board and the election, appointment and co-option of Trustees subject to such changes as the Privy Council may require and which are agreed by the Board of Trustees of the Institution, and the Bye-laws and any cross referencing be renumbered to take account of the insertion of the new Bye-laws 54A, 63A, 63B and 63C. These amendments to Bye-laws 3, 54, 55, 61, 62, 63, 65, 66, 68, 69 and 70 enable specific changes to composition of the Board of Trustees to ensure it has the appropriate balance of skills and experience. The detail of the changes to these Bye-laws is shown in the third column of Appendix B to this Notice. This Resolution is conditional on the passing of Resolutions 1 and 2.

- 6.2. The Resolution was seconded by Mr Nigel Ward (Member).
- 6.3. The President invited contributions to the discussion.
- 6.4. Mr Daniel Benjamin (Member) asked for clarification of the proposed change to Bye-law 55.
- 6.5. Mr Dominic Pickersgill (General Counsel) summarised the proposed change to Bye-law 55 as stated in Appendix B to the Notice of the Meeting. This would increase the number of Trustees by one and alter the requirements for Trustees resident outside the UK or aged less than 36 years at the commencement of their term of office.
- 6.6. Mr Frank Everest (Fellow) asked for clarification of the punctuation of the proposed change to Bye-law 55.
- 6.7. Mr Dominic Pickersgill (General Counsel) replied that the clarity of the punctuation would be discussed with the Privy Council office, if the Resolution was approved.
- 6.8. Mr Reg Russell (Fellow) commented that he did not support the proposals because he believed that all members of Boards should be elected.

- 6.9. The President replied that candidates for appointed positions were sought from across the Institution and the intention in all cases was to identify candidates of the highest quality.
- 6.10. Miss Alice Delahunty (Member) commented on the need to involve Young Professionals in the governance of the Institution and reminded members that this was often a daunting step for those at the start of the career.
- 6.11. Mr Nick Baines (Fellow) commented that he did not support the proposals because he believed that the proposed changes would make the Institution less open and less accountable. He did not consider the process by which the IET made appointments to Boards and Committees to be fair.
- 6.12. Mr Stephen Mason (Member) commented that he was concerned about the transparency of decision-making because Board of Trustees meetings took place in private.
- 6.13. The President replied that the proposals had arisen in response to concerns about openness and accountability and therefore included changes to the process by which the IET made appointments.
- 6.14. Mr Avi Bhattacharyya (Member) commented that the IET might consider having some elections limited to a sub-set of the membership.
- 6.15. Mr Alec Thomas (Member) asked whether the Minutes of the meetings of the Board of Trustees were published in full.
- 6.16. The President replied that the Board of Trustees Minutes and papers were published on the IET website. Matters of a confidential or personal nature were not published.
- 6.17. Mr James Arathoon (Member) commented that the proposals made no reference to the role of the staff in carrying out the business of the Institution on behalf of the Board of Trustees.
- 6.18. The President replied that the targets for staff followed the Key Performance Indicators (KPIs) set by the Board of Trustees. These KPIs were published on the IET website.
- 6.19. Professor Tony Davies (Fellow) commented that very few Board of Trustees papers had been made generally available until recently.
- 6.20. Mr Richard Spalding (Fellow) replied that much greater scrutiny was now given to the confidentiality of papers by Boards and Committees and he had observed that fewer papers were now classified as confidential.

7. Resolution 4

- 7.1. Dr David Evans (Fellow) moved the fourth Resolution:

RESOLUTION 4

To amend Bye-law 79 which relates to how groupings of members based on territory, knowledge or special interest are established and disestablished subject to such changes as the Privy Council may require and which are agreed by the Board of Trustees of the Institution. The amendment to this Bye-law enables a more nimble, timely and demand-led approach to setting up or disbanding Local Networks and Technical and Professional Networks and other IET communities. The detail of the changes to this Bye-law is shown in the third column of Appendix B to this Notice.

- 7.2. The Resolution was seconded by Professor Will Stewart (Fellow).
- 7.3. The President invited contributions to the discussion.
- 7.4. Mr Daniel Benjamin (Member) asked how the proposed amendment to Bye-law 79 would affect the creation of new Local Networks.
- 7.5. Dr David Evans (Fellow) replied that the proposed amendment would allow the decision-making for the establishment and disestablishment of all Communities about to be delegated by the Board of Trustees to the Knowledge Services Board.

8. Resolution 5

- 8.1. The President reminded the meeting of a minor technical error in the document attached as Appendix B to the Notice of the Meeting. On page 16, in the section relating to Resolution 5, Bye-law 3, column 3, the reference to “by means of an electronic communications system” should be taken to read “by means of an electronic communications network”, to match the same change which has been made to the Electronic Communications Act.
- 8.2. Professor Jeremy Watson (Fellow) moved the fifth Resolution:

RESOLUTION 5

To amend the Bye-laws relating to general matters and to remove gender-specific terminology subject to such changes as the Privy Council may require and which are agreed by the Board of Trustees of the Institution. The amendments to Bye-laws 3, 6, 16, 22, 28, 33, 34, 45, 49, 50, 82, 83, 97 and 100 enable the IET to follow current good practice by replacing gender-specific terminology, eg Chairman, with gender-neutral terminology, eg Chairperson, and updates references to legislation. The detail of the changes to these Bye-laws is shown in the third column of Appendix B to this Notice.

- 8.3. The Resolution was seconded by Miss Alice Delahunty (Member).
- 8.4. The President invited contributions to the discussion.
- 8.5. Mr Reg Russell (Fellow) commented that he preferred the term “Chair”.
- 8.6. Mr Frank Everest (Fellow) asked whether the proposed change to Bye-law 3 in the Notice was incomplete.
- 8.7. Mr Dominic Pickersgill (General Counsel) replied that a large proportion of the text in Bye-law 3 that would not be changed had been omitted from the Notice.
- 8.8. Mr James Arathoon (Member) asked whether the term “Chairperson” could be abbreviated in use to “Chair”.
- 8.9. The President replied that it could be so abbreviated.
- 8.10. Mr John Saville (Member) commented that there was a discrepancy between the wording of the Notice of the meeting and the wording of the voting papers distributed to those present at the Meeting.
- 8.11. Mr Dominic Pickersgill (General Counsel) replied that the vote was on the Resolutions in the Notice of the Meeting irrespective of the wording on the voting papers.

- 8.12. Mr Daniel Benjamin (Member) asked for clarification of the punctuation of the proposed change to Bye-law 55.
- 8.13. The President replied that the clarity of the punctuation would be discussed with the Privy Council office, if the Resolution was approved.
- 8.14. Mr Alex Farquhar (Member) commented that several speakers had referred to the Board and Council without making clear whether these were the Board of Trustees and the Privy Council.
- 8.15. The President replied that the IET Council and the Privy Council were quite separate bodies, which should have been made clearer during discussion, however, in the context of the Bye-laws Board and Board of Trustees had the same meaning.

9. Poll

- 9.1. Mr Nigel Fine (Chief Executive and Secretary) advised the members present at the Meeting of the procedure for voting.
- 9.2. Mr Richard Spalding (Fellow) thanked the many members who had worked for several years on the creation, consultation and delivery of the Governance for the Future proposals.
- 9.3. The counting of the voting papers took place after the close of the meeting and the results of the poll were:

	For	Against	Abstain	For	Against	Abstain
Resolution 1	14,001	1,080	154	91.90%	7.09%	1.01%
Resolution 2	13,991	1,052	192	91.83%	6.91%	1.26%
Resolution 3	13,958	1,064	213	91.62%	6.98%	1.40%
Resolution 4	14,092	945	198	92.50%	6.20%	1.30%
Resolution 5	14,143	862	230	92.83%	5.66%	1.51%

10. Close

- 10.1. The President closed the meeting.