

16 September 2016

PAPER CLASSIFICATION: OPEN

**Minutes of the Meeting of the
BOARD OF TRUSTEES
held on Monday, 5 September 2016 at 5.00 pm**

- Present: Ms Naomi Climer (President)
Ms Farah Azirah (Minutes 1-16)
Professor Bob Cryan (Minutes 1-16)
Mr Warren East
Dr David Evans (by telephone)
Eur Ing Tom Hlaing (Minutes 1-6.7; 6.9-16)
Dr Andy Harter (Minute 1-6.14; 7-22)
Professor Will Stewart (Minutes 1-6.10; 6.12-22)
Mr Nigel Ward
Professor Jeremy Watson
Mr Nick Winser (Minutes 1-6.2; 6.4-22)
Eur Ing Dr Jolly Wong
- In attendance: Mr Ed Almond (Director of Finance and Planning)
Mr Richard Best (Head of IT and Digital Services)
Ms Alison Carr (Director of Governance and Policy)
Mr Nigel Fine (Chief Executive and Secretary)
Ms Michelle Richmond (Director of Membership and Professional Development)
Mr Andrew F Wilson (Head of Governance and Legal Affairs)

1. Apologies for Absence

Apologies for absence were received from Dr Peter Bonfield, Miss Alice Delahunty and Eur Ing Graeme Hobbs.

2. Conflicts of Interest

No conflicts of interest were declared.

3. Minutes

The Minutes of the meeting held on 6 June 2016 (T(16)M4) were approved and signed as a correct record.

4. Actions Taken or Outstanding

- 4.1. Ms Carr introduced and the Board noted a report on actions taken or outstanding since the previous meeting of the Board (T(16)51).
- 4.2. With reference of Minute 15.2 of T(16)M4, Mr Almond gave an oral report about usage of Savoy Place.

5. Audit Committee

- 5.1. Professor Watson introduced and the Board noted a proposal for the appointment of auditors, subject to the consideration of the Audit Committee (T(16)52).

- 5.2. Following discussion the Board approved the appointment of BDO as the IET's External Audit and Corporation Tax Compliance service provider, subject to review and approval of the same by the Audit Committee at its meeting on 7 September 2016. It was agreed that the first year of appointment would relate to the financial year ending 31 December 2016 and thereafter BDO would be subject to annual reappointment.

6. Nominations and Succession Committee

- 6.1. Ms Climer introduced and the Board noted a report from the Nominations and Succession Committee (T(16)53).
- 6.2. Mr Winsor withdrew from the meeting for the following item.
- 6.3. The Board approved the appointment of Mr Nick Winsor as President from 1 October 2017. At the conclusion of the item, Mr Winsor returned to the meeting.
- 6.4. The Board approved the appointment of Dr Peter Bonfield as Deputy President from 1 October 2017.

(Staff note: Subject to the approval of the Bye-law changes by the Privy Council.)

- 6.5. The Board approved that the following candidates be proposed for election to fill the two vacancies for Vice Presidents arising on 30 September 2017:

Mrs Jayne Bryant
Dr Simon Harrison

- 6.6. The Board approved that the following candidates be proposed for election to fill the two vacancies for Ordinary Members of the Board of Trustees arising on 30 September 2017:

Ms Alyssa Randall
Col Matthew Ware

- 6.7. Eur Ing Hlaing withdrew from the meeting for the following item.

- 6.8. The Board approved the appointment of Eur Ing Tom Hlaing as Honorary Treasurer from 1 October 2017. At the conclusion of the item, Eur Ing Hlaing returned to the meeting.

- 6.9. The Board approved that the following candidates be proposed for election to fill the six vacancies for Ordinary Members of Council arising on 30 September 2017:

Ms Yewande Akinola
Dr Colin Arthur
Dr Christopher Donaghy-Spargo
Ms Abbie Huddy
Mr Iain Murdoch
Mr Jon Ratcliff

- 6.10. Professor Stewart withdrew from the meeting for the following item.

- 6.11. The Board approved the re-appointment of the following members as IET representatives on the Board of IET Connect for the Session 2016/17:

Ms Charlotte Joyce
Professor Will Stewart

- 6.12. At the conclusion of the item, Professor Stewart returned to the meeting.
- 6.13. See Confidential Minute.
- 6.14. Dr Harter withdrew from the meeting for the following item.
- 6.15. Ms Climer introduced and the Board noted a proposal to appoint two Ordinary Members to the Nominations and Succession Committee for the Session 2016/17 (T(16)54). The Board approved the re-appointment of Dr Andy Harter and Eur Ing Graeme Hobbs as members of the Nominations and Succession Committee for the Session 2016/17. At the conclusion of the item, Dr Harter returned to the meeting.

7. Regulations

- 7.1. Mr Hamer introduced and the Board noted a proposal for a new Regulation on Creating or Closing Communities, which would be required in consequence of the amendments to Bye-law 79 that had been approved at the Special General Meeting on 11 February 2016 (T(16)55). The proposed Regulation detailed the delegation of authority to establish and disestablish IET communities of all kinds, including Local Networks and Technical and Professional Networks.
- 7.2. Following discussion the Board approved the Regulation and agreed that it should come into effect from 1 October 2016.

8. Terms of Reference

- 8.1. Ms Carr introduced and the Board noted the proposed amendments to the terms of reference of the Knowledge Services Board and the Membership and Professional Development Board (T(16)56).
- 8.2. Following discussion the Board approved the amendments to the terms of reference of the Knowledge Services Board and the Membership and Professional Development Board and agreed that there should be a uniform quorum for the two Main Boards.
- 8.3. Mr Hamer introduced and the Board noted the proposed amendments to the terms of reference of the Communities Resourcing Committee (T(16)57).
- 8.4. Following discussion the Board approved the amendments to the terms of reference of the Communities Resourcing Committee, subject to amending the wording of paragraph 4(k)(iv) to read

“Make decisions regarding the creation, closure, merger or re-focus of Local Networks, Technical and Professional Networks and other formal communities to the Knowledge Services Board as deemed necessary, taking into account any recommendations received from the Communities Committees and other communities.”
- 8.5. The Board also agreed that a clause on removing committee members be added to the terms of reference of the following Sub-Committees of the Communities Resourcing Committee:
 - Communities Committee – Americas (CC-A);
 - Communities Committee – Asia Pacific (CC-AP);
 - Communities Committee – South Asia (CC-SA);
 - Communities Committee – Europe Middle East and Africa (CC-EMEA);
 - Communities Committee – United Kingdom (CC-UK).

- 8.6. Ms Carr introduced and the Board approved the proposed Terms of Reference of the Volunteer Engagement Board (T(16)58).
- 8.7. Ms Carr introduced and the Board approved the proposed amendments to the Terms of Reference of the Volunteer Support Working Party (T(16)59).
- 8.8. Ms Carr introduced and the Board approved the proposed Member Person Specifications for the Volunteer Engagement Board and Council (T(16)60).
- 8.9. Ms Carr introduced and the Board approved the new Council Regulations that had been approved by the Special General Meeting on 11 February 2016, which would come into effect from 1 October 2016 (T(16)61).

9. Policy Panels

- 9.1. Ms Carr introduced and the Board approved a proposal to put the Biological Effects Policy Panel into abeyance and agreed to record a vote of thanks to its members. (T(16)62).
- 9.2. It was agreed that the paper should be re-classified as 'Open'.
- (Staff note: The paper T(16)62(revised) is circulated with these Minutes.)

10. Risk Strategy

- 10.1. Ms Carr introduced and the Board noted proposed amendments to the IET's Risk Strategy (T(16)63).
- 10.2. Following discussion the Board approved the proposed amendments, subject to retention of the phrase "The uncertainties and opportunities which may impact on the IET's ability to deliver its Vision, Mission and objectives" in section 1. It approved adoption of the draft as the IET's Risk Strategy.

11. Council

- 11.1. Ms Carr introduced and the Board noted a report from Council (T(16)64).
- 11.2. The Board noted that the following proposals from Council would be referred to the appropriate Boards and Committees:
- Savoy Place Refurbishment Project: Knowledge Services Board
 - Diamond Jubilee Scholarships: Membership and Professional Development Board, Scholarships Committee and Communities Resourcing Committee
 - Wider Member Views: Knowledge Services Board and Communities Resourcing Committee
 - Volunteer Effectiveness: Volunteer Engagement Board and Communities Resourcing Committee
 - Making the IET the Source of Knowledge: Knowledge Services Board
 - Attracting and Retaining Members in Canada and the USA: Knowledge Services Board
 - The Need for More TPNs: Knowledge Services Board
 - Little Engineer App: Membership and Professional Development Board

- 11.3. The Board discussed Council's proposals concerning building the image, perceived value and understanding of engineering. It was agreed that Mr Almond would ensure that the strategic issues raised in the paper were being appropriately considered. Professor Watson undertook to provide a written response to Council about the issues it had raised. It was noted that statistics already existed concerning recruitment and retention of members and so the issues regarding this should be referred to the Membership and Professional Development Board.
- 11.4. The Board discussed Council's proposals concerning diversity. It was noted that the IET already recorded data on this subject, in accordance with the Engineering Diversity Concordat. It was agreed that Council's proposals should be referred to the Membership and Professional Development Board and that Dr Bonfield should be asked to provide a written response to Council about the issues it had raised.
- 11.5. The Board discussed Council's proposals concerning external governance reviews. It welcomed Council's proposals for a more collaborative process for future reviews building on Council as a key advisor to the Board of Trustees. The Board agreed that governance reviews should continue to be conducted at 3 or 4 year intervals and that Council should continue to be consulted about the terms of reference of each review.

12. Strategy

- 12.1. Dr Evans introduced a discussion on how to achieve constructive engagement with Council on Strategy.
- 12.2. It was noted that a member of Council had expressed concern about the plans for the joint Board of Trustees and Council Strategic Input Meeting in June 2017 and proposed a longer series of joint meetings in May.
- 12.3. The Board re-emphasised its commitment to engaging successfully with Council on strategy and getting value from the perspective of Council. It believed that the joint Board of Trustees and Council Strategic Input Meeting in June 2017 would assist this, whilst allowing the Board to meet alone on the following day to deal with other matters.
- 12.4. The Board agreed that the plans for Board of Trustees and Council throughout the Session 2016/17 should be reviewed to ensure that they fully met the requirements of the IET to formulate its strategy. Professor Watson was asked to undertake this review with Dr Evans (on behalf of Council) and Mr Almond (on behalf of the Finance and Planning Directorate).

13. Chief Executive and Secretary's Report

- 13.1. Mr Fine introduced and the Board noted a report from the Chief Executive and Secretary (T(16)65).
- 13.2. Mr Almond gave a short report on the underlying financial trends affecting the IET during the current year.
- 13.3. See Confidential Minute.

14. Board Effectiveness Surveys

- 14.1. Mr Almond introduced and the Board noted a report on the Board Effectiveness Surveys (T(16)66).
- 14.2. Following discussion, the Board approved the proposed Action Plan (Appendix D to T(16)66).

15. Voting at Special General Meetings

- 15.1. Mr Wilson introduced and the Board noted a report on voting at Special General Meetings (T(16)67).
- 15.2. The Board agreed that the staff should draw up proposals to replace proxy voting at Special General Meetings with a form of direct voting by the members eligible to vote, for consideration when a Special General Meeting was next convened for another purpose.

16. Main Boards

The Board received oral reports from the Chairmen of the Main Boards:

- Knowledge Management Board: Dr David Evans;
- Membership and Professional Development Board: Ms Michelle Richmond, on behalf of Dr Peter Bonfield.

17. Awards and Prizes

The Board noted a report on the Achievement Medals for 2016 (T(16)68).

18. A F Harvey Engineering Research Prize

The Board noted a report on the award of the A F Harvey Engineering Research Prize (T(16)69).

19. Classification of Board Papers

- 19.1. The Board noted a report on the Classification of Board Papers (T(16)70).
- 19.2. The Board noted that 9 of the papers that had been considered at the meeting were Private and Confidential. They had been so-classified because they contained:
- 19.2.1. information relating to negotiations, commercial or otherwise, where disclosure could prejudice the IET's position, or could prejudice future negotiations of a similar nature;
- 19.2.2. reference to minutes of or the proceedings or business of a committee or other group which has been marked Private and Confidential by that Board or Committee;
- 19.2.3. information which if disclosed might result in premature publicity of courses of action that might not, in the end, be followed;
- 19.2.4. information which was sensitive to negotiations with the contractor and supply chain.

20. Dinner Guest

The Board noted that the dinner guest would be the Chief Executive and Secretary.

21. Vote of Thanks

It was agreed to record a Vote of Thanks to those members retiring from the Board of Trustees on 30 September 2016.

22. Date of Next Meeting

Monday, 10 October 2016 at 5.00 pm.