1. Apologies for Absence

Apologies for absence were received from Ms Farah Azirah.

2. Conflicts of Interest

There were no conflicts of interest declared.

3. Minutes

The Minutes of the meeting held on 9 June 2017 (T17)M4 were approved and signed as a correct record.

4. Actions Taken or Outstanding

Ms Carr introduced and the Board noted a report on actions taken or outstanding since the previous meeting of the Board (T(17)52).

5. Nominations and Succession Committee

5.1. Professor Watson introduced and the Board noted a report from the Nominations and Succession Committee (T(17)53).
5.2. The Board approved the appointment of Professor Danielle George to fill the Casual Vacancy for a Vice President arising on 30 September 2017.

5.3. Professor Noble and Air Marshal Young withdrew from the meeting for the following item.

5.4. The Board approved the following candidates for election to fill the two vacancies for Vice Presidents arising on 30 September 2018:
   - Professor Alison Noble
   - Air Marshal Julian Young

5.5. The Board approved the following candidates for election to fill the two vacancies for Ordinary Members of the Board of Trustees arising on 30 September 2018:
   - Dr Colin Arthur
   - Mr Joe Dunn (aged under 36)

5.6. Eur Ing Hlaing withdrew from the meeting for the following item.

5.7. The Board approved the appointment of Eur Ing Tom Hlaing to fill the vacancy for Honorary Treasurer arising on 30 September 2017.

5.8. The Board approved the following candidates for election to fill the six vacancies for Ordinary Members of Council arising on 30 September 2018:
   - Ordinary Member: Ms Claire Curtis-Thomas
   - Ordinary Member: Professor Timothy Dafforn
   - Ordinary Member: Mr James Garnham (aged under 36)
   - Ordinary Member: Mrs Rachel Hurst
   - Ordinary Member: Professor Eleanor Stride
   - Ordinary Member: Professor Tim Whitley

5.9. The Board approved the following appointments to fill vacancies arising on 30 September 2017:

   **Audit and Risk Process Committee**
   Chair: Mr Mike Carr
   Ordinary Member: Miss Faye Banks
   Ordinary Member: Miss Sam Hubbard

   **Finance and Investment Committee**
   Chair: Dr Peter Bonfield
   Ordinary Member: Miss Faye Banks
   Ordinary Member: Miss Sam Hubbard

   **Remuneration Committee**
   Chair: Mr Mike Carr

   **Volunteer Engagement Board**
   Co-opted Member: Mr Kai Xian Cheng

   **Disciplinary Board**
   Ordinary Member: Mrs Suzanne Flynn

   **IET Connect Trustee Board**
   Ms Jayne Bryant (Trustee)
   Mr Richard Spalding (past Chair of Council)
5.10. Professor Watson introduced and the Board noted a proposal for the appointment of two Ordinary Members to the Nominations and Succession Committee (T(17)54). Following discussion it was agreed to appoint:

Ordinary Member: Eur Ing Graeme Hobbs
Ordinary Member: Professor Alison Noble

6. Company Directors

6.1. Mr Hawthorne and Ms Lambert withdrew from the meeting for the following item.

6.2. Mr Almond introduced and the Board noted a proposal for the appointment of company directors (T(17)55). Following discussion the Board approved:

- the appointment of Dr Simon Harrison and Mr Stephen Hawthorne as directors of IEE Conventions Limited;
- the appointment of Mr Stephen Hawthorne as a director of IET Services Limited;
- the appointment of Mr Stephen Hawthorne as a director of IET USA Inc;
- the appointment of Mr Stephen Hawthorne and Ms Hilary Lambert as directors of IET Engineering and Technology Consultancy (Beijing) Company Limited.

7. Terms of Reference

7.1. Professor Stewart introduced and the Board noted a proposal to transfer the Awards and Prizes Committee from the Knowledge Services Board to the Membership and Professional Development Board and to amend its terms of reference (T(17)56). Following discussion the Board approved the proposal.

7.2. Ms Carr introduced and the Board noted a proposal to amend the Council Regulations (T(17)57).

7.3. During discussion it was commented that the role of Chair of Council was not analogous to the President so the reasoning of the proposal was flawed. The proposal to pass authority for the issue to one member of Council was unsound and inconsistent with other governance arrangements. The proposal should not be decided in isolation, but as part of the more general review of the implementation of the Governance for the Future changes.

7.4. The Board agreed that it was not in favour of the proposed amendment, but to refer it to the Governance for the Future Review Group for its consideration.

8. CPD Monitoring Scheme Non-compliance Procedure

8.1. Mr Bacon introduced and the Board noted a proposal for the CPD Monitoring Scheme Non-compliance Procedure (T(17)58).

8.2. Dr Bonfield reported that the proposal had been reviewed by the Membership and Professional Development Board on 8 June 2017, which had re-affirmed that the proposed procedure was considered the optimum approach.

8.3. During discussion some Trustees expressed concern that the current CPD Policy and Monitoring Procedure and the proposed Non-compliance Procedure might be off-putting to members and potential members in some disciplines,

8.4. Following discussion and a vote the Board approved the proposal.
9. **Audit and Risk Process Committee**

9.1. Mr Carr introduced and the Board noted a report from the Audit and Risk Process Committee (T(17)59).

9.2. Following discussion the Board approved amendments to the Reserved and Delegated Authorities policy.

10. **Finance and Investment Committee**

10.1. Mr Winser introduced and the Board noted a report from the Finance and Investment Committee (T(17)60).

10.2. The Board agreed to defer consideration of the proposal for a Sub-Committee of the Finance and Investment Committee to manage the Michael Faraday House refurbishment project until Minute 12.2 below.

11. **Savoy Place**

Mr Fine gave an oral report on Savoy Place building use. It was noted that a written report would be submitted to the Board of Trustees in October 2017.

12. **Michael Faraday House**

12.1. Mr Almond introduced and the Board noted a progress report on the feasibility work with regards to the refurbishment of Michael Faraday House (T(17)61).

12.2. Following discussion it was agreed to establish a Project Board reporting directly to the Board of Trustees to manage the Michael Faraday House refurbishment project. The Board would comprise Trustees, a representative from the Built Environment Sector Panel and staff.

13. **Brand Review**

13.1. Mr Timmis introduced and the Board noted a report on the Brand Review project (T(17)62).

13.2. It was noted that the strategic intent was:

13.2.1. to pursue a monolithic brand structure for the IET to create greater consistency and impact behind the brand – all pulling in the same direction for the benefit of the IET corporate brand;

13.2.2. to recommend clear brand values for the organisation (rather than behaviours) to define the approach and personality behind all IET communications;

13.2.3. to develop a fresh approach to the brand look and feel, tone of voice which delivers on ‘inspire’ whilst balancing the need to inform and influence;

13.2.4. to embrace fully the inclusivity and diversity of the IET’s market position, championing interdisciplinary engineering in everything it does;

13.2.5. to remove exceptions to the rule by delivering a tactical brand which works well for Knowledge Services, Membership and Professional Development and Policy / Communications, making a brand which is stricter, but more flexible in its application.

13.3. The Board reviewed the proposed Brand Narrative and agreed that shorter versions were required. It discussed the branding of *Engineering & Technology (E&T)* magazine and agreed that particular attention should be given to that title.
13.4. It was agreed that the Board should have two further opportunities to discuss the final Brand Review proposals, the first being in November 2018.

14. **Strategy Working Party**

Mr Almond introduced and the Board noted a report on the proposed Strategy Working Party (T(17)63). Following discussion the Board approved the formation of a Strategy Working Party, its terms of reference and composition. The Working Party would comprise Trustees, a representative from Council and staff.

15. **Member Pulse Surveys**

15.1. Mr Almond introduced and the Board noted a report on Member Pulse Surveys (T(17)64).

15.2. During discussion it was suggested that consideration be given to conducting small-scale surveys via social media.

16. **Board Effectiveness Surveys**

16.1. Mr Almond introduced and the Board noted a report on the Board Effectiveness Surveys (T(17)65).

16.2. During discussion it was suggested that some Board of Trustees meetings might be extended by one hour, rather than arranging additional meetings. The President should hold mid-Session meetings with new Trustees to discuss development issues.

17. **Chief Executive and Secretary’s Report**

17.1. Mr Fine introduced and the Board noted a report from the Chief Executive and Secretary (T(17)66).

17.2. Dr Bonfield commented on progress towards the KPI for new Registered Members.

18. **Main Boards**

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

- Knowledge Management Board: Professor Will Stewart;
- Membership and Professional Development Board: Dr Peter Bonfield;
- Volunteer Engagement Board: Mrs Virginia Hodge.

19. **Safeguarding of Children and Adults at Risk**

The Board noted a report on Safeguarding of Children and Adults at Risk (T(17)67).

20. **Awards and Prizes**

The Board noted a report on the Achievement Medals for 2017 (T(17)68).

21. **A F Harvey Engineering Research Prize**

The Board noted a report on the award of the A F Harvey Engineering Research Prize (T(17)69).

22. **Dinner Guest**

The Board noted that the dinner guest would be the Chief Executive and Secretary.
23. 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.

24. Classification of Board Papers

24.1. The Board noted that twelve of the papers that had been considered at the meeting were Private and Confidential. The Private and Confidential papers had been so-classified because they contained:

24.1.1. information relating to negotiations, commercial or otherwise, where disclosure could prejudice the IET’s position, or could prejudice future negotiations of a similar nature;

24.1.2. 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;

24.1.3. information which if disclosed might result in premature publicity of courses of action that might not, in the end, be followed;

24.1.4. legal advice or Counsel’s opinion, or is otherwise covered by legal professional privilege or concerns active legal proceedings;

24.1.5. information which could be used externally to create legal challenge, reputational risk or commercial advantage.

24.2. Dr Harter commented that the Board should continue to exercise vigilance about the classification of Board papers and it should be ensured that all Private and Confidential papers stated the reason for their classification.

(Staff note: Following the meeting, two Private and Confidential papers were re-classified as ‘Open’.)

25. Date of Next Meeting

Monday, 2 October 2017 at 5.00 pm at Savoy Place, London WC2.