16 June 2017

PAPER CLASSIFICATION: OPEN

Minutes of the Meeting of the
BOARD OF TRUSTEES
held on Friday, 9 June 2017 at 2.00 pm

Present: Professor Jeremy Watson (President)
Ms Farah Azirah
Mr Andy Bevington
Dr Peter Bonfield
Mr Mike Carr
Ms Naomi Climer
Dr Andy Harter
Eur Ing Tom Hlaing
Mrs Virginia Hodge
Professor Alison Noble
Professor Will Stewart
Mr Nick Winser

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)
Mr Tim Hamer (Director of Knowledge)
Ms Hilary Lambert (Director of International Strategic Marketing and Engagement)
Ms Janet Oldham (Director of Human Resources)
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 Professor Bob Cryan, Eur Ing Graeme Hobbs and Air Marshal Julian Young.

2. Conflicts of Interest

2.1. Professor Stewart stated that he was a Trustee of IET Connect.

2.2. Professor Watson stated that he was a director of the PETRAS Internet of Things Research Hub.

3. Minutes

The Minutes of the meeting held on 8 May 2017 (T(17)M3) were approved and signed as a correct record, subject to the following amendment:

Minute 5.4: “might not appear irrelevant” to read “might not appear relevant”.

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)40).
5. **Strategy Meeting**

5.1. Professor Watson summarised the issues covered at the Trustees and Council Strategy Input Meeting held over the past two days.

5.2. It was agreed that consideration should be given to convening a Trustees Strategy Working Party during the Session 2017/18.

5.3. Mr Almond reported that the actions arising from the meeting relating to the strategic framework would be reported to the Board of Trustees in September 2017.

6. **Disciplinary Board**

6.1. Ms Carr introduced and the Board noted a proposal from the Disciplinary Board concerning the resignation of a member (T(17)41).

6.2. At its meeting on 10 October 2016 the Board had agreed that a notice of resignation from a member under investigation under the Disciplinary Regulations should not be accepted as an investigation had been initiated (Minute 10.3 of T(16)M6 refers). The case had been considered by the Disciplinary Board and, as there had been no finding of improper conduct, it was recommended that the resignation should now be accepted.

6.3. Following discussion it was agreed:

- that the member’s resignation be accepted;
- that notice to terminate membership with immediate effect should also be served on the member’s father.

7. **Nominations and Succession Committee**

7.1. Professor Watson introduced and the Board noted a report from the Nominations and Succession Committee (T(17)42).

7.2. Following discussion the Board approved:

7.2.1. Chairs of the Main Boards and Committees for the Session 2017/18:

- Audit Committee: Mr Mike Carr
- Finance and Investment Committee: Dr Peter Bonfield
- Nominations and Succession Committee: Professor William Webb
- Knowledge Services Board: Dr Simon Harrison
- Membership and Professional Development Board: Mr Andy Bevington
- Volunteer Engagement Board: Mrs Virginia Hodge

7.2.2. Deputy Presidents to serve as members of the Main Boards for the Session 2017/18:

- Knowledge Services Board: Dr Peter Bonfield
- Membership and Professional Development Board: Mr Mike Carr
- Volunteer Engagement Board: Dr Peter Bonfield

7.2.3. The allocation of newly-elected Council members to the three Main Boards.

7.2.4. The appointment of three Ordinary Members of Council from 1 October 2017 and their allocation to the three Main Boards:

- Mr Allan McCabe
- Mr Mike Prewett
- Mr Jon Ratcliff
7.2.5. the appointment of Professor Ian F Bitterlin to fill the casual vacancy for an Ordinary Member of Council and the Knowledge Services Board for a term of two years from 1 October 2017.

7.2.6. Chairs of the Policy Panels from 1 October 2017:

- Communications Policy Panel: Professor Will Stewart
- Education and Skills Policy Panel: Professor John Perkins
- Energy Policy Panel: Dr Simon Harrison
- Engineering Policy Group (N Ireland): Professor Jonathan Wallace
- Engineering Policy Group (Scotland): Mr Derek Elder
- Health and Safety Policy Panel: Mr Malcolm Sarstedt
- Information Technology Policy Panel: Mr Nick Coleman
- Innovation and Emerging Technologies Policy Panel: Dr David Smith
- Manufacturing Policy Panel: Professor Steve Evans
- Transport Policy Panel: Professor Phil Blythe

7.2.7. the proposals for three Honorary Fellows.

7.3. Ms Carr introduced and the Board noted a proposal for the appointment of members of the Preliminary Investigation Board and the Disciplinary Board (T(17)43). Following discussion the Board approved the appointments to the Preliminary Investigation Board and the Disciplinary Board, subject to receipt of references to the satisfaction of the Interviewing Panel. The Board also approved the appointment of the Chair of the Disciplinary Board.

7.4. The Board agreed to draw to the attention of the Nominations and Succession Committee to the lack of diversity of the Chairs of the Policy Panels.

8. Finance and Investment Committee

8.1. Mr Winser introduced and the Board noted a report from the Finance and Investment Committee (T(17)44).

8.2. The Board noted that:

8.2.1. a Working Party had been formed to progress discussions with the pension scheme Trustees and that, in the meantime, the IET would continue to make employer contributions at the rate established in the last Recovery Plan;

8.2.2. once the IET’s own investment portfolio had reached its target strategic allocation, the portfolio would be rebalanced automatically on a quarterly basis with a tolerance of ±3%.

8.3. The Board discussed the Institution’s policy on ethical investment as published in the Annual Report and Accounts.

9. Governance for the Future

9.1. Ms Carr introduced and the Board noted a proposal for a Working Party to review the impact of the Governance for the Future changes after one year (T(17)45).

9.2. Following discussion the Board approved the formation of a Governance for the Future Review Group with the scope proposed. The Group would include two Trustees, one of whom would be the Chair. The Group should begin work during the current Session and report to the Board of Trustees in February 2018.
10. **IET Culture**

10.1. Ms Climer and Mr Fine introduced and the Board noted the annual update on IET Culture (T(17)46).

10.2. Following discussion the Board agreed:

10.2.1. that an annual report on IET culture was no longer needed;

10.2.2. to continue to recognise the importance of culture for the sustainability and success of the IET and to embed the consideration of culture in the reviews of the Member Survey, the Volunteer Survey and other materials that were regularly considered by the Board;

10.2.3. to ask the President and the President-elect to appoint a Board lead on IET culture for 2017/18;

10.2.4. to take forward two topics for Board discussion at a later date – the culture needed to be an international organisation, and the IET’s Government influence internationally.

11. **Member Survey**

11.1. Mr Almond introduced and the Board noted a report on the Member Survey for 2017 (T(17)47).

11.2. It was agreed that question 48 should be amended to accommodate members who worked in several disciplines.

11.3. Professor Watson and Mr Winser suggested that member pulse surveys should be introduced and it was agreed to ask the staff to provide a paper on this at the next meeting.

11.4. The Trustees were invited to provide any further comments on the Member Survey no later than 3 August 2017.

12. **Skills Audit of Trustees**

12.1. Mr Wilson introduced and the Board noted a report on the Skills Audit of Trustees (T(17)49).

12.2. The Board noted that the areas where the lowest scores had been reported were knowledge services and publishing, membership services, and financial and management accounting. It was agreed to provide Trustees with further information and training in these areas as and when required.

13. **Brand Strategy**


13.2. It was agreed that the report to the next meeting of the Board should provide detailed information about the problem statement.

14. **Remuneration Committee**

The Board noted a report from the Remuneration Committee (T(17)50).

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

The Board noted a report from the Chief Executive and Secretary (T(17)51).
16. **Classification of Board Papers**

16.1. The Board noted that seven of the papers that had been considered at the meeting were Private and Confidential, of which one was subsequently re-classified as ‘Open’. In addition, one ‘Open’ paper had been re-classified as Private and Confidential. The Private and Confidential papers had been so-classified because they contained:

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

16.1.2. 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;

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

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

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

17. **Date of Next Meeting**

   Monday, 4 September 2017 at 5.00 pm at Savoy Place, London WC2.