Minutes of the Meeting of the BOARD OF TRUSTEES
held on Monday, 6 February 2017 at 3.00 pm
at Michael Faraday House, Stevenage

Present:  Professor Jeremy Watson (President)
          Ms Farah Azirah
          Mr Andy Bevington (Minutes 1-15)
          Dr Peter Bonfield
          Mr Mike Carr
          Ms Naomi Climer
          Professor Bob Cryan
          Dr Andy Harter
          Eur Ing Tom Hlaing
          Eur Ing Graeme Hobbs
          Mrs Virginia Hodge
          Professor Will Stewart
          Mr Nick Winser
          Air Marshal Julian Young

In attendance:  Mr Ed Almond (Director of Finance and Planning)
                Mr Gordon Attenborough (Head of Strategic Engagement and Partnerships)
                        (Minute 16)
                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 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 and Mr Warren East and Professor Alison Noble.

2.  Conflicts of Interest

Professor Stewart declared that he was a Trustee of IET Connect.

3.  Minutes

The Minutes of the meeting held on 3 November 2016 (T(16)M7) 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(17)1).

4.2.  With reference to Minute 5.3 of T(16)M4, Ms Carr reported that the Volunteer Engagement Board would consider at its next meeting how the diversity of the
candidates to fill appointed positions might be improved, however, this was a long-term issue which would not result in an immediate solution.

4.3. See Confidential Minute.

5. **Election of Trustees**

5.1. Mr Wilson introduced and the Board noted a report on the candidates proposed by the membership for election as Trustees (T(17)2).

5.2. In accordance to Bye-laws 63-64, the Board approved that the three candidates proposed to fill vacancies on the Board of Trustees who were not registered engineers were eligible to stand for election as Trustees.

6. **Members Annual Information Event**

6.1. Mr Wilson introduced and the Board noted the notice for the Members Annual Information Event, including the Annual General Meeting of the Institution of Engineering and Technology, to be held on 16 May 2017 (T(17)3).

6.2. The Board discussed a topic of interest to be included under item 6 and agreed that it should be the IET Academy. The Board approved the notice subject to this revision.

7. **IET Plan and Budget**

7.1. Mr Almond introduced and the Board noted the re-baselined KPIs for the IET Plan and Budget 2017-19 (T(17)4).

7.2. The Board noted the re-basing of the Strategic KPIs numbered 1, 2, 3, 5, 6, 8 and 10, and approved the recommended changes to Strategic KPI number 10 (Membership Value Rating) that were detailed in paper T(17)12.

7.3. It was agreed that the Main Boards should be informed of the changes to the KPIs.

8. **Audit and Risk Process Committee**

8.1. Mr Almond introduced and the Board noted a report from the Audit and Risk Process Committee (T(17)5).

8.2. Following discussion the Board:

8.2.1. noted the introduction of a new tangible fixed asset category called ‘Mechanical and Electrical Installations’ with a depreciation period of 15 years;

8.2.2. approved the audit fee for 2017 of £43,000.

9. **Nominations and Succession Committee**

9.1. Professor Watson introduced and the Board noted a report from the Nominations and Succession Committee (T(17)6).

9.2. The Board approved:

9.2.1. the appointment of Ms Tali Shlomo as a member of the Nominations and Succession Committee;

9.2.2. the appointment of Mr Nick Coleman as a Chair of the Information Technology Policy Panel.

9.3. It was agreed that the paper without Appendices should be re-classified as ‘Open’.
10. **Rules of Conduct and Disciplinary Regulations**

10.1. Ms Carr introduced and the Board noted a proposal to amend the Rules of Conduct and Disciplinary Regulations (T(17)7).

10.2. Mr Carr commented on the new paragraph 6, which referred to the obligation of members to report suspected legal wrong-doing, and suggested that members should also have a similar obligation with respect to engineering standards.

10.3. Following discussion the Board approved, subject to the correction of typos:

10.3.1. the revisions to the Rules of Conduct;

10.3.2. the new Disciplinary Regulation;

10.3.3. the proposed timetable for introduction.

11. **Terms of Reference**

11.1. The Board approved amendments to the terms of reference of the Fellowship Policy Committee (T(17)8).

11.2. The Board approved the terms of reference of the new Technical and Professional Networks Communities Committee, subject to the deletion from clause 3 of the wording “who should not be serving on any other board or committee at the time” (T(17)9).

12. **Uff Review**

12.1. Mr Fine introduced and the Board noted a report on the Uff Review which had been commissioned in 2016 by the Presidents of the Institution of Civil Engineers, the Institution of Engineering and Technology, and the Institution of Mechanical Engineers (T(17)10).

12.2. The review was chaired by Professor John Uff, whose brief was for an independent review of UK professional engineering, to clarify the future requirements of the UK for professionally registered engineers and technicians and review the effectiveness of existing arrangements between education and training establishments, employers and the professional engineering community in supporting their delivery, with particular reference to employers as the end user.

12.3. See Confidential Minute.

13. **Trustees Annual Report**

13.1. The Board noted the draft IET Trustees Annual Report for the year ended 31 December 2016 (T(17)11).

13.2. The Trustees undertook to direct any comments or questions about the draft Report to the staff before 13 February 2017. It was noted that the draft would be considered by the Audit and Risk Process Committee, together with the audited accounts, on 15 March 2017 and presented to the Board of Trustees for approval on 20 March 2017.

14. **Member Survey**

14.1. Mr Almond introduced and the Board noted a report on the 2016 IET Member Survey (T(17)12).
14.2. The Board agreed that potential developments to the strategic KPI on member satisfaction should be brought to its meeting in March 2016 for consideration.

15. Governance for the Future

15.1. Ms Carr introduced and the Board noted a close-down report on the Governance for the Future project (T(17)13).

15.2. It was intended to review the success of the implementation of the decisions taken as part of the Governance for the Future project after one year of operation, that is at the end of September 2017. These issues would also be covered by the next external governance review, which was scheduled for 2018.

15.3. Following discussion, the Board approved the close-down report.

16. Strategic Engagement and Partnerships

16.1. Mr Attenborough gave an oral report on the creation of the Strategic Engagement and Partnerships Department (T(17)14).

16.2. During discussion it was commented that care was needed to ensure that the list of ‘themes’ matched other IET activities and that successful projects such as ‘Contacting Emergency Services in the Digital Age’ should be mentioned. Cross-departmental activity to support the digital agenda should be promoted and made explicit.

17. Main Boards

17.1. Professor Stewart gave an oral report on matters under discussion by the Knowledge Services Board. He undertook to circulate information about Knowledge Services Revenue Trends to members of the Board.

17.2. Dr Bonfield gave an oral report on matters under discussion by the Membership and Professional Development Board. The Board noted that Ms Richmond had been appointed as the IET’s second representative on the Engineering Council Board of Trustees for a three-year term until 2019.

17.3. Mrs Hodge gave an oral report on matters under discussion by the Volunteer Engagement Board.

18. Chief Executive and Secretary’s Report

The Board noted a report from the Chief Executive and Secretary (T(17)15).

19. See Confidential Minute

20. Classification of Board Papers

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

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

20.1.2. 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;

20.1.3. information which if disclosed might result in premature publicity of courses of action that might not, in the end, be followed;
20.1.4. personal data relating to an individual;

20.1.5. a draft expected to be amended before formal approval in March 2017 and publication thereafter;

20.1.6. legal advice which is legally privileged and confidential.

21. **Date of Next Meeting**

   Monday, 20 March 2017 at 5.00 pm at Savoy Place, London WC2.