1. Apologies for Absence

Apologies for absence were received from Professor Alison Noble.

2. Conflicts of Interest

There were no conflicts of interest declared.

3. Minutes

The Minutes of the meeting held on 4 October 2018 (T(18)M6) were approved and signed as a correct record.

4. Actions Taken or Outstanding

4.1. Mr Edwards introduced and the Board noted a report on actions taken or outstanding since the previous meeting of the Board (T(18)100).

4.2. With reference to Minute 13.3 of T(18)M5, it was noted that a further report would be made to the Board of Trustees in February 2019.
5. **IET Plan and Budget**

5.1. Mr Carr introduced and the Board noted the Strategic Framework and Financial Plan 2019, including the 2019 Budget (T(18)101).

5.2. It was noted that proposals to review the level of ambition in the Strategic Framework and Financial Plan, as well as proposed alternative Strategic KPI targets, which had been discussed during the Trustees Planning Meeting, would be brought to the Board for approval in February 2019. Adjustments would also be made to the Strategic KPIs after the post-2018 outturn had been assessed.

5.3. Following discussion the Board approved the IET Financial Plan, including the 2019 budget. In addition, the Board approved a budget of £150,000 to fund the next stage of investigation of options to refurbish or replace Michael Faraday House.

6. **See Confidential Minute**

7. **Amendments to Terms of Reference**

7.1. Mr Grant introduced and the Board noted the proposed amendments to the terms of reference of the Lecture Committee (T(18)103).

7.2. Following discussion the Board agreed that the Lecture Committee should be renamed the EngTalks Committee and approved the amendments to its terms of reference.

8. **Elections Discussion Forum**

8.1. Mr Edwards introduced and the Board noted a proposal from Council with regards to the Elections Discussion Forum (T(18)104).

8.2. It was noted that the Forum had been introduced in 2016 and followed an unsuccessful experiment during the elections held in 2008 and 2009. On both occasions the contributions to the Forum by candidates and other members had been very low in number and Council had therefore recommended that it was no longer required.

8.3. Following discussion the Board approved the proposal to discontinue the Elections Discussion Forum and to amend the Rules of Conduct to remove reference to the Forum.

9. **Royal Charter and Bye-laws**


9.2. The Working Party had been established to look at possible amendments to the IET’s Royal Charter and Bye-laws in response to the guidance from the Engineering Council on amendments to the Rules of Conduct and disciplinary processes (Minute 12.2 of T(18)M3 refers). The Working Party had reviewed the Engineering Council-related changes, together with others related to the technical possibility of virtual General Meetings and some other matters referred to it by the Board of Trustees.

9.3. Following discussion the Board noted the proposed amendments to the Bye-laws, and agreed that there be consultation with Council and the Past Presidents about the proposals as well as some research into members’ views on the possible changes. Following consultation with Council and the Past Presidents, the proposals would be amended as necessary and brought back to the Board for further consideration.
9.4. The Board agreed that the Bye-laws requiring that Trustees should be “professionally registered or similarly qualified” should be retained and that the proposal to amend those Bye-laws should be removed. In future, requests to the Board to allow candidates who were not professional registered should be accompanied by information about how this would affect the make-up of the Board.

9.5. The Board agreed that the Bye-laws should not be amended to allow non-members to become Trustees.

10. Risk Strategy

10.1. Mr Edwards introduced and the Board noted a proposal to amend the Risk Strategy (T(18)106).

10.2. Following discussion the Board approved the amendments to the Risk Strategy.

11. Skills Audit of Trustees

11.1. Mr Edwards introduced and the Board noted a report on the Skills Audit of Trustees (T(18)107).

11.2. Following discussion the Board agreed to refer the report to the Nominations and Succession Committee, so that it would be aware of skills gaps that should be addressed in proposing candidates for election as Trustees in future years.

12. Charity Governance Code

12.1. Mr Edwards introduced and the Board noted a report on the application of the Charity Governance Code for Larger Charities (T(18)108).

12.2. Following discussion the Board approved that the Audit and Risk Process Committee should be asked to review the IET’s Policies and Procedures, that performance reviews of individual Trustees should be introduced during the second half of the Session 2018/19, and that the Board should begin to set annual diversity targets as part of the recently-approved Equality, Diversity and Inclusion Strategy.

13. Main Boards

It was noted that the Main Boards had not met since the previous meeting of the Board of Trustees and the Board agreed that the oral reports from the Chairs of the Main Boards should be deferred until February 2019.

14. Know Your Customer

14.1. The Board noted a report on the Know Your Customer programme (T(18)109).

14.2. It was agreed that the Board should receive a further report in February 2019.

15. Briefing for Trustees

The Board noted a report on key issues of interest to members (T(18)110).

16. Chief Executive and Secretary’s Report

16.1. The Board noted a report from the Chief Executive and Secretary (T(18)111).

16.2. Dr Harrison commented that the Knowledge Services Board had proposed the recording of additional risks associated with Inspec.
17. **Feedback on Board Meeting**

17.1. Mr Carr invited Trustees to give feedback on the Board of Trustees meeting.

17.2. A number of comments were made about the discussion of the Strategic Framework and Financial Plan and Budget, amendments to the Strategic KPIs, future strategy, innovation and plans to mark the sesquicentenary of the IET in 2021.

18. **Classification of Board Papers**

18.1. The Board noted that seven 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:

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

18.1.2. 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;

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

18.1.4. legal advice or Counsel’s opinion, or were otherwise covered by legal professional privilege or concerned active legal proceedings;

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

19. **Date of Next Meeting**

   Monday, 4 February 2019 at 2.30 pm at Michael Faraday House, Stevenage, Herts SG1 2AY.