Minutes of the Meeting of the BOARD OF TRUSTEES held on Thursday, 4 October 2018 at 5.00 pm

Present:  
Mr Mike Carr (President)  
Dr Colin Arthur  
Dr Ian Belger  
Mr Andy Bevington  
Dr Peter Bonfield  
Ms Jayne Bryant  
Mr Joe Dunn  
Professor Danielle George  
Dr Simon Harrison  
Mrs Virginia Hodge  
Miss Samantha Hubbard  
Professor Alison Noble (by telephone)  
Ms Alyssa Randall  
Air Marshal Julian Young

By invitation:  
Mr Neil Burton (Mills & Reeve LLP) (Minute 11)

In attendance:  
Mr Ed Almond (Director of Finance and Planning)  
Mr Richard Best (Director of IT and Digital Services)  
Mr Simon Edwards (Director of Governance and External Engagement)  
Mr Nigel Fine (Chief Executive and Secretary)  
Mr Giles Grant (Director of Knowledge)  
Ms Hilary Lambert (Director of International Strategic Marketing and Engagement)  
Mr Dom Pickersgill (General Counsel) (Minute 11) (by telephone)  
Ms Michelle Richmond (Director of Membership and Professional Development)  
Mr Andrew F Wilson (Head of Governance)

1. Apologies for Absence

Apologies for absence were received from Miss Yewande Akinola and Mr Nick Winser.

2. Conflicts of Interest

There were no conflicts of interest declared.

3. Minutes

The Minutes of the meeting held on 3 September 2018 (T(18)M5) 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)86).
4.2. With reference to Minute 12.2 of T(18)M3, it was noted that a detailed progress report from the Bye-law Review Working Party would be presented to the Board of Trustees on 9 November 2018. Enquiries were being made to the Engineering Council about the urgency of the requested Bye-law changes relating to the Rules of Conduct and Disciplinary Regulations and information was sought about the timescales adopted by other professional engineering institutions to make such changes.

5. **Trustee Champions**

5.1. Mrs Hodge and Ms Randall left the meeting for Minutes 5.2-5.3.

5.2. Mr Carr introduced and the Board noted a report on Trustee Champions for the Session 2018/19 (T(18)87).

5.3. The Board approved the appointment of Trustee Champions for the Session 2018/19:

- Young Professionals representative – Ms Alyssa Randall.
- Trustee champion for Strategic Engagement and Partnerships – Mr Nick Winser.
- Trustee champion for Culture – Mrs Virginia Hodge.

5.4. The Board discussed the suggestion there might be a Trustee champion for Equality, Diversity and Inclusion (Minute 15.5 of T(18)M5 refers). Mr Carr suggested that this subject needed to be championed by the full Board of Trustees and he did not favour assigning it to a single person. Ms Bryant suggested that the importance of the topic might be signalled by making it a standing item on the Board’s Agenda. Following discussion it was agreed that the Board should discuss matters relating to Equality, Diversity and Inclusion at regular intervals.

6. **Benefactors Trust Fund Deed**

6.1. Mr Almond introduced and the Board noted a proposal for changes to the Benefactors Trust Fund Deed (T(18)88). It was noted that in paragraph 4.1 the date “6 April 1997” should read “6 April 1979”.

6.2. The Board approved the following resolutions:

1. **Trust Deed Amendments**

1.1 THAT the Trust Deed of the Trust Fund be amended as follows:

1.1.1 by correcting the typographical error in the clause numbering of “5(1)” to read “5(i)”;

1.1.2 throughout the Trust Deed, with the exception of the second “the Council” in clause 14 (the “Exception”), the deletion of all references to “the Council” and replacing them with “the Board”;

1.1.3 in clause 14, the deletion of the Exception and replacing it with “the Board of Trustees”;

1.1.4 in clause 14, the deletion of “By-laws” and replacing it with “Bye-laws”;
1.1.5 by the insertion of a new clause 15 as follows:

For the avoidance of doubt, in this Deed the expression “Institution” means The Institution of Engineering and Technology, formerly known as The Institution of Electrical Engineers.

2 Change of Name

2.1 THAT the name of the Trust Fund be changed to IET Benefactors Trust Fund.

3 Post Completion Filings

3.1 THAT the IET’s solicitors be instructed to file a copy of these resolutions with the Charity Commission.

7. Investment Policy

7.1. Mr Almond introduced and the Board noted a proposal for amendments to the IET Investment Policy (T(18)89).

7.2. Following discussion, the Board approved the updated Investment Policy.

8. See Confidential Minute

9. Know Your Customer

9.1. Ms Lambert introduced and the Board noted a progress report on the Know Your Customer programme (T(18)91).

9.2. The current Phase 2 of the programme had been approved by the Board of Trustees on 8 May 2017 at a cost of £2.1m with a plan to deliver publishing sales order processing in 2018. Phase 2 was scheduled to deliver in the window of 19-26 November 2018.

9.3. It was now proposed to delay the go-live beyond November 2018 to ensure delivery of a robust solution. The revised go-live window was between mid-March 2019 and mid-April 2019. The delay introduced additional costs which were outside the approved Phase 2 budget. These related to programme resource costs and any re-work arising from testing and were estimated at £250K.

9.4. The Trustees challenged the report and asked for information about impact on business activities and the overall integrity of the project plan. It was agreed that the lessons learned should be captured to assist future project planning.

9.5. Mrs Hodge and Air Marshal Young commented on the situation in their roles as Trustee champions of the Project. They undertook to ask for evidence that the project remained under control within the proposed new timescale.

9.6. The Board approved the proposal to delay the go-live date to 2019 and the additional costs that had been detailed and it agreed that a report back should be made to the Board of Trustees in November 2018.

10. Board Effectiveness Surveys

10.1. Mr Almond introduced and the Board noted a report on the Board Effectiveness Surveys (T(18)92).
10.2. The Board discussed the proposed effectiveness action plan in detail and agreed:

10.2.1. to hold an additional Board meeting with only Trustees and the Chief Executive and Secretary present on the afternoon of 8 November 2018, to allow Trustees to have an extensive open discussion and share views of their expectations for the Session 2018/19;

10.2.2. where possible, to schedule an extensive open discussion at other Board of Trustees meetings;

10.2.3. to provide an opportunity for feedback at the end of the each Board of Trustees meeting;

10.2.4. to ask individual Trustees to notify the Governance Team of their availability for additional duties.

11. **Legal Update**

11.1. Mr Burton gave a presentation to the Board of Trustees from Mills & Reeve LLP solicitors on recent and forthcoming legal issues of interest to the Institution (T(18)93). Subjects covered included:

- the Charity Governance Code;
- Board performance reviews;
- Trustee diversity;
- Non-charitable companies;
- Rules for automatic disqualification of Trustees;
- Connections between charities and non-charities, including trading subsidiaries;
- Safeguarding;
- Future of Fundraising Regulator and Lobbying Act.

11.2. Mr Carr thanked Mr Burton for his interesting presentation.

12. **Routine Matters**

12.1. The Board noted:

12.1.1. Royal Charter and Bye-laws.

12.1.2. Constitution of the Board of Trustees for 2018/19 (T(18)94).

12.1.3. Terms of reference and constitutions of IET Boards and Committees (T(18)95).

12.1.4. Reserved and Delegated Authorities (T(18)96).

12.1.5. Reserves Policy (T(18)97).


12.2. Ms Hubbard commented that all the case studies in the Volunteer Handbook were of members of Council and that this did not give a balanced view of the breadth of the different volunteering opportunities across the IET.

13. **Office 365**

The Board noted a report on the provision of Office 365 for volunteer support (T(18)98).
14. **Chief Executive and Secretary’s Report**

14.1. The Board noted a report from the Chief Executive and Secretary (T(18)99).

14.2. See Confidential Minute.

14.3. Mr Carr suggested that additional FAQs should be created for the IET website to deal with the questions that members routinely questioned Trustees about. It was noted that FAQs already existed for a number of topical issues.

15. **Feedback on Board Meeting**

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

15.2. A number of comments were made about the use of telephone or Skype for conference calls, the Equality, Diversity and Inclusion Strategy and external training for Trustees.

16. **Classification of Board Papers**

16.1. The Board noted that ten 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:

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 were otherwise covered by legal professional privilege or concerned active legal proceedings;

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

16.2. The Board agreed to ask the staff to consider how the number of Private and Confidential papers might be reduced.

17. **Dates of Next Meetings**

17.1. Thursday, 8 November 2018 at 2.30 pm at Brocket Hall, Welwyn, Herts AL8 7XG (Board of Trustees)

17.2. Thursday, 8 November 2018 at 4.00 pm at Brocket Hall, Welwyn, Herts AL8 7XG (Trustees Planning Meeting)

17.3. Friday, 9 November 2018 at 9.00 am at Brocket Hall, Welwyn, Herts AL8 7XG (Trustees Planning Meeting)

17.4. Friday, 9 November 2018 at 2.00 pm at Brocket Hall, Welwyn, Herts AL8 7XG (Board of Trustees)