

12 September 2018

PAPER CLASSIFICATION: OPEN

**Minutes of the Meeting of the
BOARD OF TRUSTEES
held on Monday, 3 September 2018 at 5.00 pm**

Present: Mr Nick Winser (President)
Mr Andy Bevington (Minutes 1-16)
Dr Peter Bonfield
Mr Mike Carr
Professor Danielle George
Dr Simon Harrison
Eur Ing Tom Hlaing
Mrs Virginia Hodge
Miss Samantha Hubbard
Professor Alison Noble
Professor Jeremy Watson
Air Marshal Julian Young (Minutes 7-25)

In attendance: Mr Stuart Allan (Director of Human Resources)
Mr Ed Almond (Director of Finance and Planning)
Mr Richard Best (Head of IT and Digital Services)
Mr Simon Edwards (Director of Governance and External Engagement)
Mr Nigel Fine (Chief Executive and Secretary)
Ms Jo Foster (Diversity and Inclusion Manager) (Minute 15)
Mr Giles Grant (Director of Knowledge)
Ms Hilary Lambert (Director of International Strategic Marketing and Engagement)
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 Ms Jayne Bryant, Professor Bob Cryan, Eur Ing Graeme Hobbs and Ms Alyssa Randall.

2. Conflicts of Interest

There were no conflicts of interest declared.

3. Minutes

The Minutes of the meeting held on 15 June 2018 (T(18)M4) 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)69).
- 4.2. With reference to Minute 6.2 of T(17)M5, the Board noted that it was expected that the appointment of company directors for IET Engineering and Technology Consultancy (Beijing) Company Limited would be completed by 31 December 2018.

- 4.3. With reference to Minute 10.2 of T(18)M1, the Board noted that it was expected that the deregistration of IET Engineering and Technology Holding Limited in Hong Kong would be completed by 31 December 2018.
- 4.4. It was noted that there were two casual vacancies for Ordinary Members of the Board of Trustees, arising from the election of Professor Noble and Air Marshal Young as Vice Presidents from 1 October 2018. The Nominations and Succession Committee had proposed two members to fill the vacancies, Miss Yewande Akinola and Dr Ian Belger, which was approved by the Board of Trustees by correspondence during August 2018.

5. Nominations and Succession Committee

- 5.1. Mr Winser introduced and the Board noted a report from the Nominations and Succession Committee (T(18)70).
- 5.2. Dr Bonfield withdrew from the meeting for the following item.
- 5.3. The Board approved the appointment of Dr Peter Bonfield as President from 1 October 2019.
- 5.4. The Board approved the appointment of Air Marshal Julian Young as Deputy President from 1 October 2019.
- 5.5. The Board approved the following candidates for election to fill the two vacancies for Vice Presidents arising on 30 September 2019:
- Professor Phil Blythe
 - Ms Dawn Ohlson
- 5.6. 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 2019:
- Ms Yewande Akinola
 - Dr Ian Belger
- 5.7. The Board approved the appointment of Dr Colin Arthur to fill the vacancy for Honorary Treasurer arising on 30 September 2018.
- 5.8. The Board approved the following candidates for election to fill the six vacancies for Ordinary Members of Council arising on 30 September 2019:
- Ms Faye Banks
 - Mr Duncan Botting
 - Dr Ozak Esu
 - Dr Alicia Greated
 - Mr Jeremy Hadall
 - Dr David Smith
- 5.9. Eur Ing Hlaing withdrew from the meeting for the following item.
- 5.10. The Board approved the following appointments to fill vacancies arising on 30 September 2018:

Audit and Risk Process Committee

- retiring Honorary Treasurer to replace the new Honorary Treasurer;
- Ms Jayne Bryant (Trustee) to be invited to join the Committee;
- Dr David Evans to be re-appointed to the Committee;
- Eur Ing Tom Hlaing to be re-appointed to the Committee.

Finance and Investment Committee

- retiring Honorary Treasurer to replace the new Honorary Treasurer;
- Ms Jayne Bryant (Trustee) to be invited to join the Committee;
- Dr David Evans to be invited to join the Committee;
- Eur Ing Tom Hlaing to be re-appointed to the Committee.

5.11. Mr Winser introduced and the Board noted a proposal for the appointment of two Ordinary Members to the Nominations and Succession Committee for the Session 2018/19 (T(18)71). Following discussion it was agreed to appoint:

- Dr Ian Belger
- Miss Samantha Hubbard

6. Company Directors

6.1. Mr Grant and Dr Harrison 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(18)72). He drew attention to the retirement of Professor Bob Cryan, Eur Ing Tom Hlaing and Dr Tony McGrail as directors.

6.3. Following discussion the Board approved:

- the appointment of Dr Colin Arthur and Mr Giles Grant as directors of IEE Conventions Limited;
- the appointment of Dr Colin Arthur, Mr Giles Grant and Dr Simon Harrison as directors of IET Services Limited;
- the appointment of Mr Giles Grant as a director of IET USA Inc;
- the appointment of Mr Giles Grant as a director of IET Engineering and Technology Consultancy (Beijing) Company Limited.

7. Audit and Risk Process Committee

7.1. Mr Carr introduced and the Board noted a proposal from the Audit and Risk Process Committee to amend the Reserved and Delegated Authorities Policy (T(18)73).

7.2. During discussion Professor Noble commented that the Policy included the delegations in the terms of reference of Boards and Committees and suggested that it would be helpful to map the correspondence between the terms of reference and the Policy. Mr Bevington commented that the Policy identified that several Boards and Committees were responsible for monitoring risk but it was not indicated whether they were also responsible for taking actions to manage or mitigate those risks.

7.3. Following discussion the Board approved the proposed amendments to the Reserved and Delegated Authorities Policy.

8. Finance and Investment Committee

8.1. Dr Bonfield introduced and the Board noted a proposal from the Finance and Investment Committee to appoint new Investment Advisors (T(18)74).

8.2. Following discussion the Board approved the appointment of Mercer as the IET's Investment Advisors.

9. Terms of Reference

Mr Bevington introduced and the Board noted proposals to amend the terms of reference of the Membership and Professional Development Board (T(18)75). Following discussion the Board approved the amendments to the terms of reference.

10. Disciplinary Regulations

- 10.1. Mr Edwards introduced and the Board noted a paper concerning a notice of resignation from a member under investigation under the Disciplinary Regulations (T(18)76).
- 10.2. Following discussion the Board agreed that the member's resignation should not be accepted until such time as the disciplinary proceedings had been concluded.
- 10.3. The Board discussed the Disciplinary Regulations and agreed that consideration should be given to the current requirements for members to notify the Institution of their convictions, the procedures for dealing with such notifications, and related issues with regards to re-applications for membership. The staff were asked to prepare a discussion paper for a future meeting.

11. Bankruptcy

- 11.1. Mr Edwards introduced and the Board noted a paper concerning a notice of the bankruptcy of a member (T(18)77).
- 11.2. Following discussion the Board agreed that the member concerned should be allowed to renew their membership.
- 11.3. The Board agreed that the paper should be revised to reflect the confidentiality of the subject matter.

(Staff Note: A revised paper (T(18)77(revised)) is circulated with these Minutes.)
- 11.4. It was agreed to ask the Bye-laws Working Party to consider whether the reference to bankruptcy in Bye-law 28 needed to be updated.

12. See Confidential Minute

13. See Confidential Minute

14. Innovation

- 14.1. Mr Edwards introduced and the Board noted a progress report on Innovation activities at the IET (T(18)79).
- 14.2. The Board noted that innovation policy findings had been incorporated into the work of the Innovation and Emerging Technologies Policy Panel. The work under the events programme to support innovation and scale-up issues would initially be established as a project. The Policy Panels would carry out specific events and projects on innovation in Energy, Cyber Security, and Internet of Things to support the IET's cross-disciplinary role in innovation.

15. Equality, Diversity and Inclusion

- 15.1. Ms Foster introduced and the Board noted a progress report on the Equality, Diversity and Inclusion Strategy (T(18)80).
- 15.2. It was noted that the IET would continue to prioritise gender diversity, but also increase its attention on the following areas: black and minority ethnic groups, the lesbian, gay, bi-sexual and transgender community, socioeconomic diversity and disabilities, including mental health, neurodiversity, hidden and physical disabilities. The Strategy incorporated six strategic themes on gender diversity, company culture, multiple diversity strands, collaborative opportunities, measuring and monitoring and spanned a five year period.

- 15.3. During discussion Mrs Hodge commented that the Young Professionals Community Committee had suggested that Diversity and Inclusion within the IET might be helped by adopting anonymised elections. The Volunteer Engagement Board had not accepted this proposal and had asked the Committee to consider other options.
- 15.4. The Board agreed that the Equality, Diversity and Inclusion Strategy should be applied across the IET.
- 15.5. The President and President-elect undertook to discuss whether it would be helpful to appoint a Trustee champion on Equality, Diversity and Inclusion.

16. Main Boards

- 16.1. The Board received oral reports from the Chairmen of the Main Boards:
- Membership and Professional Development Board: Mr Andy Bevington;
 - Knowledge Management Board: Dr Simon Harrison;
 - Volunteer Engagement Board: Mrs Virginia Hodge.
- 16.2. The Board noted that the Membership and Professional Development Board had approved the principle of the IET working with the Engineering Council to offer Professional Registration in a foreign language, the first of which would be Mandarin.

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(18)81).
- 17.2. The Board noted that the 18th Edition of the *IET Wiring Regulations/BS7671* and the *IET On-Site Guide* had been published on 2 July 2018. This was the first time that the IET had released both titles simultaneously.

18. Safeguarding of Children and Adults at Risk

The Board noted a report on Safeguarding of Children and Adults at Risk (T(18)82).

19. Awards and Prizes

The Board noted a report on the Achievement Medals for 2018 (T(18)83).

20. A F Harvey Engineering Research Prize

The Board noted a report on the award of the A F Harvey Engineering Research Prize (T(18)84).

21. Electronic Resources

The Board noted a report on the electronic resources of the Board of Trustees (T(18)85).

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 2018.

24. Classification of Board Papers

- 24.1. The Board noted that eleven 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 were otherwise covered by legal professional privilege or concerned active legal proceedings;
 - 24.1.5. information which could be used externally to create legal challenge, reputational risk or commercial advantage.

25. Date of Next Meeting

Thursday, 4 October 2018 at 5.00 pm at Savoy Place, London WC2.