1. Private Meeting

The Board met without staff present and discussed a number of matters. Mr Carr gave an oral report on the business discussed at the most recent meeting of the Remuneration Committee.

2. Apologies for Absence

Apologies for absence were received from Dr Peter Bonfield, Professor Bob Cryan and Ms Alyssa Randall.

3. Conflicts of Interest

There were no conflicts of interest declared.

4. Minutes

The Minutes of the meeting held on 5 February 2018 (T(18)M1) were approved and signed as a correct record.
5. **Actions Taken or Outstanding**

5.1. Ms Carr introduced and the Board noted a report on actions taken or outstanding since the previous meeting of the Board (T(18)21).

5.2. With reference to Minute 6 of T(17)M3, Ms Carr reported that the transfer of ownership of the Wholly Foreign Owned Enterprise (WFOE) in China from the IET (the charitable entity in the UK) to IET Services Limited (the wholly-owned subsidiary company in the UK) had not yet been completed and the expected completion date was now 30 June 2018.

5.3. With reference to Minute 7.4 of T(17)M5, Ms Carr reported that Council had been advised that the proposal from Council to amend the Council Regulations had been rejected by the Governance for the Future Review Group.

6. **Audit and Risk Process Committee**

6.1. Mr Carr introduced and the Board noted a report from the Audit and Risk Process Committee (T(18)22). He commented that the audit report from BDO had been very complimentary.

6.2. The Board approved the signature of the Trustees Annual Report and Financial Statements for the year ended 31 December 2017.

6.3. The Board approved the signature of the Letter of Representation to the auditors.

6.4. It was noted that the Trustees Annual Report and Financial Statements would be published once the audit signature had been obtained.

6.5. The Board approved the signing of the Annual Returns to the Charity Commission for England & Wales and the Office of the Scottish Charity Regulator.

7. **IET Plan and Budget**

7.1. Mr Almond introduced and the Board noted the re-baselined KPIs for the IET Plan and Budget 2018-20 (T(18)23).

7.2. Following discussion the Board approved the re-baselined KPIs for the IET Plan and Budget 2018-20. It was noted that the Main Boards would continue to assess the suitability of the KPIs and would propose changes and additions when necessary.

8. **Modern Slavery Act**

8.1. Mr Pickersgill introduced and the Board noted the proposal for the annual Modern Slavery Act compliance statement (T(18)26).

8.2. Following discussion the Board approved the annual Modern Slavery Act compliance statement.

9. **Annual Dinner**

9.1. Ms Carr introduced and the Board noted a proposal to use the surplus from the Annual Dinner to support IET Scholarships and Bursaries (T(18)27).

9.2. Following discussion the Board agreed to designate the amount of £17,000 from the IET’s unrestricted funds to support the IET’s Diamond Jubilee Scholarships and Horizons Bursaries.
10. See Confidential Minute

11. Brand Review

11.1. Ms Lambert introduced and the Board noted a report on the Brand Review project (T(18)28).

11.2. Following discussion the Board approved the final recommendations on the brand realignment project, including the proposed new logo and the launch of the new brand over the period October 2018 to January 2019.

12. See Confidential Minute

13. Innovation

13.1. Mr Winser introduced and the Board noted a paper on Innovation (T(18)29).

13.2. The Board noted that a report on “Innovation at the IET” has been prepared in order to stimulate discussion on strategy in this area and a number of workshops had been planned to develop the strategy and scope out a potential delivery programme.

14. Safeguarding and Notifiable Events

14.1. Ms Carr introduced and the Board noted a report on Safeguarding and Notifiable Events (T(18)30).

14.2. It was noted that the next Annual Safeguarding Children and Adults at Risk Report would be considered by the Membership and Professional Development Board in June 2018 and the Board of Trustees in September 2018.

14.3. It was agreed that the requirement that all staff, members and contractors within the jurisdiction of UK legislation and regulation, who were regularly working with children or adults at risk had the necessary Disclosure & Barring Service (DBS)/Disclosure Scotland/Access Northern Ireland (AccessNI) checks should be reviewed, to determine whether it should be extended to all staff, members and contractors who had any contact with children or adults at risk.

15. Governance for the Future

15.1. Ms Carr introduced and the Board noted a report from the Governance for the Future Review Group (T(18)31).

15.2. Following discussion the Board agreed to:

- continue to monitor the skills and experience mix across Council, the Main Boards and the Board of Trustees on an annual basis to assess what impact the G4F proposals have had on this;
- ask the Nominations and Succession Committee to report on what actions it is taking to address the mix of skills needed by the Board of Trustees, Council and Main Boards;
- include the operation of the Volunteer Engagement Board and Council within the next governance review;
- ask the Nominations and Succession Committee to consider and report back on the two survey questions relating to its operation;
- that the Nominations and Succession Committee report should be made more visible;
- reject the proposal from Council to amend the Council Regulations;
- that the Review Steering Group should be closed.
16. **Member Survey**

16.1. Mr Almond introduced and the Board noted a report on the 2017 IET Member Survey and the management response (T(18)32).

16.2. It was noted that the Survey had previously been undertaken annually. There would be no Survey in 2018 and from 2019 it would be biennial.

17. **Strategic Engagement and Partnerships**

The Board noted the annual report from Strategic Engagement and Partnerships (T(18)33).

18. **Michael Faraday House**

The Board noted a progress report on the refurbishment of Michael Faraday House (T(18)34).

19. **Communications Activities**

The Board noted a report on Communications Activities (T(18)35).

20. **Complaints**

The Board noted the annual report on Complaints (T(18)36).

21. **Disciplinary Complaints**

The Board noted a report on Disciplinary Complaints (T(18)37).

22. **Lobbying Act Scotland 2016**

The Board noted a report on the Lobbying Act Scotland 2016 (T(18)38).

23. **Gender Pay Reporting**

The Board noted a report on Gender Pay Reporting (T(18)39).

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

The Board noted a report from the Chief Executive and Secretary (T(18)40).

25. **Dinner Guest**

The Board considered the matters to discuss with the dinner guest, Dr Hayaatun Sillem (Chief Executive, Royal Academy of Engineering).

26. **Classification of Board Papers**

26.1. The Board noted that twelve 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:

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

26.1.2. 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;
26.1.3. information which if disclosed might result in premature publicity of courses of action that might not, in the end, be followed;

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

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

27. **Date of Next Meeting**

   Monday, 14 May 2018 at 5.00 pm at Savoy Place, London WC2.