Minutes of the Meeting of the BOARD OF TRUSTEES held on Monday, 5 February 2018 at 2.00 pm at Michael Faraday House, Stevenage

Present: Mr Nick Winser (President)  
Mr Andy Bevington  
Dr Peter Bonfield  
Ms Jayne Bryant  
Mr Mike Carr  
Eur Ing Tom Hlaing  
Eur Ing Graeme Hobbs (by telephone)  
Mrs Virginia Hodge  
Miss Samantha Hubbard  
Professor Alison Noble  
Ms Alyssa Randall  
Professor Jeremy Watson  
Air Marshal Julian Young (Minutes 18-24)

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)  
Ms Alison Carr (Director of Governance and Policy)  
Mr Nigel Fine (Chief Executive and Secretary)  
Mr Stephen Hawthorne (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 Professor Bob Cryan, Professor Danielle George and Dr Simon Harrison.

2. Conflicts of Interest

Dr Bonfield declared that the Michael Faraday House Project Board was considering BREEAM and WELL certification. As CEO of the Building Research Establishment he would not take part in those discussions.

3. Minutes

The Minutes of the meeting held on 3 November 2017 (T(17)M7) were approved and signed as a correct record.

4. Actions Taken or Outstanding

Ms Carr introduced and the Board noted a report on actions taken or outstanding since the previous meeting of the Board (T(18)1).
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(18)2).

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

5.3. It was agreed that the Nominations and Succession Committee should be asked to review the stipulations in the Bye-laws regarding Trustees being registered engineers.

6. **Appointment of President**

6.1. Mr Carr left the meeting for this item.

6.2. The Board discussed the appointment of the President and Deputy President to fill the vacancies arising on 30 September 2018 (T(18)3).

6.3. It was agreed to appoint Mr Mike Carr OBE FREng BSc(Eng) HonDTech CEng FIET as President from 1 October 2018.

6.4. It was agreed to appoint Professor Danielle George MBE BSc MSc PhD FIET as Deputy President from 1 October 2018.

7. **Members Annual Information Event**

7.1. 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 17 May 2018 (T(18)4).

7.2. Following discussion the Board approved the notice for the Members Annual Information Event, subject to minor amendments.

7.3. It was agreed that the staff should be asked to review the requirements in the Bye-laws for the quorum of the Annual General Meeting and to consider whether members joining the meeting via a webcast should be counted towards such quorum.

8. **IET Plan and Budget**

8.1. Mr Almond introduced and the Board noted the proposals for re-baselined targets for six of the KPIs for the IET Plan and Budget 2018-20 (T(18)5).

8.2. Mr Almond introduced and the Board noted the proposals to amend the KPI on Quality Coverage to include social media activity and to replace the KPI on Number of Event Attendees with a measure indicating CPD hours delivered by IET Events and potentially other CPD activities.

8.3. Following discussion on the importance of growing the IET’s impact, it was agreed that the staff should review the proposed re-baselined targets for KPIs and bring a revised proposal to the next meeting of the Board. In particular, the following KPIs should be revised to set higher and more challenging targets, in line with the Board’s comments:

- Number of Event Attendees.
- Average Number of Unique IET.tv Visitors Per Month.
- Number of Unique Website Visitors Per Month.
9. **Reports from Committees**

9.1. Mr Carr introduced and the Board noted a report from the Audit and Risk Process Committee (T(18)6).

9.2. Following discussion the Board approved:

9.2.1. the audit fee for 2018 of £45,205;

9.2.2. the proposed amendment to the terms of reference of the Audit and Risk Process Committee;

9.3. Dr Bonfield introduced and the Board noted a report from the Finance and Investment Committee (T(18)7).

9.4. Following discussion the Board:

9.4.1. approved the proposed amendment to the terms of reference of the Finance and Investment Committee;

9.4.2. noted a paper on the IET’s Reserves Strategy to be included in the IET’s Trustees Annual Report and Accounts for the year ending 31 December 2017.

10. **IET Engineering and Technology Holding Limited**

10.1. Mr Almond introduced and the Board noted a proposal for the deregistration of the IET’s legal entity in Hong Kong, IET Engineering and Technology Holding Limited (T(18)8).

10.2. Following discussion the Board approved the deregistration of IET Engineering and Technology Holding Limited.

11. **Sectors and Policy Panels**

11.1. Ms Carr introduced and the Board noted proposals to amend the terms of reference of the Knowledge Services Board (T(18)9) and to amend the reporting structures for Sectors and Policy Panels (T(18)10).

11.2. Following discussion the Board approved:

11.2.1. an amendment to the terms of reference of the Knowledge Services Board;

11.2.2. the closure of the Sector Steering Committee;

11.2.3. a change in the reporting lines of the Sector Executive Panels so that they would report directly to the Board of Trustees on the same terms as the Policy Panels;

11.2.4. an amendment to the constitution of the Sector Executive Panels on the same terms as the Policy Panels, to comprise:

- A Chair of each Panel appointed by the Board of Trustees, on the recommendation of the Nominations and Succession Committee.
- Members appointed by the Sector Executive Panel.

11.2.5. the arrangement of bi-annual meetings of the Policy Panel Chairs and Sector Executive Panel Chairs;

11.2.6. the appointment of a Trustee as Strategic Engagement and Partnerships Champion, to replace the current Policy Champion;
11.2.7. quarterly reports to the Board of Trustees via the extended reports from the Chief Executive and Secretary, in addition to a more detailed annual report.

12. Governance Review

Ms Carr introduced and the Board noted a proposal for the arrangements for the next governance review to be held during the Session 2018/19 (T(18)11). Following discussion the proposal was approved.

13. See Confidential Minute

14. IET Fundraising Campaign

Eur Ing Hobbs introduced and the Board noted a report on the IET Fundraising Campaign (T(18)13). He encouraged all Trustees to think about contacts who might be interested in supporting the IET and to speak to the Fundraising Team or himself with any suggestions.

15. Trustees Annual Report

15.1. Mr Almond introduced and the Board noted the draft IET Trustees Annual Report for the year ended 31 December 2017 (T(18)14).

15.2. The Trustees undertook to direct any comments or questions about the draft Report to the staff before 12 February 2018. It was noted that the draft would be considered by the Audit and Risk Process Committee, together with the audited accounts, on 14 March 2018 and presented to the Board of Trustees for approval on 27 March 2018.

16. Charity Governance Code


16.2. The new Code included an extended list of Recommended Practices, the majority of which already corresponded with the practice of the IET. A light touch review had identified the small number of the Recommended Practices which did not correspond with the practice of the IET and the paper noted the reasons for any deviation and the mitigations in place.

16.3. Following discussion the Board approved IET adoption of the Charity Governance Code for Larger Charities. It was also agreed that the staff should be asked to draft a management response to the Recommended Practices which did not correspond with the practice of the IET.

17. Brand Review

Ms Lambert introduced and the Board noted a progress report on the Brand Review (T(18)16). She reported that there would be a full discussion of the Brand Review proposals at the next meeting of the Committee.

18. Michael Faraday House

Mr Almond introduced and the Board noted a progress report on the refurbishment of Michael Faraday House (T(18)17).
19. **Main Boards**

19.1. Mr Bevington gave an oral report on matters under discussion by the Membership and Professional Development Board, including the demand for professional registration.

19.2. Mrs Hodge gave an oral report on matters under discussion by the Volunteer Engagement Board, including the trial of Office 365, exit surveys for volunteers and a proposal for a Core Value Award for volunteers.

19.3. Mr Hawthorne gave an oral report on matters under discussion by the Knowledge Services Board, including strategy development and Inspec.

20. **Nominations and Succession Committee**

The Board noted the annual report from the Nominations and Succession Committee (T(18)18).

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

The Board noted a report from the Chief Executive and Secretary (T(18)19).

22. **IIE Pension and Life Assurance Scheme**

22.1. Mr Almond introduced and the Board noted a report on the valuation of the Institution of Incorporated Engineers Pension and Life Assurance Scheme (T(18)20).

22.2. It was noted that Scheme anticipated that the technical deficit in the Scheme as at 1 November 2018 would be less than the final payment already made under the existing Recovery Plan (£165,900). Following discussion it was agreed to delegate signature of the Statement of Funding Principles, Recovery Plan and Schedule of Contributions to the Chief Executive and Secretary.

23. **Classification of Board Papers**

23.1. The Board noted that 10 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:

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

23.1.2. 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;

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

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

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

24. **Date of Next Meeting**

Tuesday, 27 March 2018 at 5.00 pm at Savoy Place, London WC2.