1. **Private Meeting**

The Board met without staff present and discussed a number of matters.

2. **Apologies for Absence**

Apologies for absence were received from Mr Andy Bevington, Professor Alison Noble and Air Marshal Julian Young.

3. **Conflicts of Interest**

There were no conflicts of interest declared.

4. **Minutes**

The Minutes of the meeting held on 9 November 2018 (T(18)M7) were approved and signed as a correct record.
5. **Actions Taken or Outstanding**

5.1. Mr Edwards introduced and the Board noted a report on actions taken or outstanding since the previous meeting of the Board (T(19)1).

5.2. With reference to Minute 6.2 of T(18)M7, Mr Almond gave a progress report on the negotiations for the sale of the Teacher Building in Glasgow.

6. **Members Annual Information Event**

6.1. 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 15 May 2019 (T(19)2).

6.2. Following discussion the Board approved the notice for the Members Annual Information Event.

7. **IET Plan and Budget**

7.1. Mr Almond introduced and the Board noted the proposals for finalised KPI targets for 2019-21, using 2018 full year results (T(19)3). Following discussion the Board approved the finalised KPI targets for 2019-21, as detailed in the paper.

7.2. Mr Carr reminded the Board that it has been decided in November 2018 that the level of ambition in the Strategic Framework and Financial Plan needed to be reviewed and more ambitious proposals brought forward during the current Session. The Strategy Working Party had reported to the Board in May 2018, but the Board had not yet received detailed proposals based on that work for its approval. He suggested that there was an important opportunity for the IET to move forward on a number of subject areas within its scope for which there was increased interest and Government funding.

7.3. Following discussion it was agreed that proposals should be brought to the Board for consideration in May 2019.

7.4. Mr Almond introduced and the Board noted the proposals for KPIs to take forward for feasibility testing (T(19)4). Following discussion the Board approved the proposed KPIs to take forward for feasibility testing, as detailed in the paper.

8. **Reports from Committees**

8.1. Professor George introduced and the Board noted a report from the Audit and Risk Process Committee (T(19)5).

8.2. Following discussion the Board approved the audit fee for 2019 of £46,785.

8.3. Dr Bonfield introduced and the Board noted a report from the Finance and Investment Committee (T(19)6).

8.4. Mr Edwards introduced and the Board noted a report from the Nominations and Succession Committee (T(19)7).

8.5. Following discussion the Board:

8.5.1. approved that the IET should investigate the routine collection of data about protected characteristics from members;
8.5.2. approved that data about protected characteristics should be collected from the members of the Main Boards and Committees;

8.5.3. approved the appointment of Dr Darren Williams to fill a casual vacancy for an Ordinary Member of Council.

9. Policy Panels

9.1. Mr Edwards introduced and the Board noted a proposal to merge the IT Policy Panel and the IT and Communications Sector Panel to create a new Digital Panel (T(19)8).

9.2. Following discussion, the proposal was approved.

10. Fundraising Campaign

10.1. Mr Edwards introduced and the Board noted a proposal to amend the terms of reference of the Fundraising Campaign (T(19)9).

10.2. Following discussion it was agreed to rename the Campaign Cabinet as the Development Steering Group and amend the terms of reference as indicated in the paper.

11. Rules of Conduct

11.1. Mr Edwards introduced and the Board noted a proposal to amend the Rules of Conduct (T(19)10).

11.2. It was noted that the proposed new Rules 5, 8, 14, 15 and 29, and the amendment to Rule 13, reflected guidance from the Engineering Council. The amendment to Rule 16 had been proposed due to the potential Data Protection Act 2018 issues of providing email accounts for use by volunteers.

11.3. Following discussion the Board approved the amendments to the Rules of Conduct.

12. Disciplinary Matters

12.1. Mr Pickersgill introduced and the Board noted an application for readmission to membership from a person who had been expelled from membership of the IET because of conviction and imprisonment for a serious offence (T(19)11).

12.2. Following discussion the Board agreed to reject the applicant’s application, for the reasons set out in the General Counsel’s assessment of the case (Appendix C to T(19)11).

12.3. The Board agreed that the reply sent to the applicant should be consistent with previous communications regarding their expulsion from the IET, but should allow that an application for readmission might be made if the applicant had a change of circumstance.

13. Royal Charter and Bye-laws


13.2. As agreed by the Board, the proposed Bye-law amendments had been discussed by Council at its meeting on 9 January 2019 and shared with the Past Presidents. Their feedback was summarised in the paper.
13.3. Following discussion the Board agreed:

13.3.1. that the proposed amendments which were driven by advice from the Engineering Council should be put to the membership in due course, but that this should not necessarily be earlier than 2022;

13.3.2. that the other proposed amendments for which there was clear support were not urgent and could await the convening of an SGM to deal with the amendments that were driven by advice from the Engineering Council;

13.3.3. that the other proposed amendments for which there was no consensus of support should not be proposed to the membership.

13.4. Mr Edwards undertook to convey the Board’s thanks to Council and the Past Presidents for their helpful advice.

14. See Confidential Minute

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 2018 (T(19)14).

15.2. The Trustees undertook to direct any comments or questions about the draft Report to the staff before 11 February 2019. It was noted that the draft would be considered by the Audit and Risk Process Committee, together with the audited accounts, on 14 March 2019 and presented to the Board of Trustees for approval on 21 March 2019.

16. Council

16.1. Mr Edwards introduced and the Board noted a report from Council (T(19)15).

16.2. The Board approved the recommendations that Boards and Committees should review risks and ensure that mitigations are in place, follow the example of the best in class, add a reflection item to their agenda, be informed about opportunities for equality, diversity and inclusion training, and have sufficient support to engage better with their stakeholders. It was noted that several Committees had already adopted these practices.

17. Main Boards

17.1. Dr Harrison gave an oral report on matters under discussion by the Knowledge Services Board, including a proposal to appoint specialist advisors to the Board.

17.2. Ms Richmond gave an oral report on matters under discussion by the Membership and Professional Development Board, including the current number and geographical distribution of the membership.

17.3. Mrs Hodge gave an oral report on matters under discussion by the Volunteer Engagement Board, including Office 365 and mandatory sign-up to IET policies.

18. IET Academy

18.1. Mr Grant introduced and the Board noted a progress report on the IET Academy (T(19)16).
18.2. A new market assessment had been commissioned and based on the results of this research an updated strategy with recommendations would be brought to the Board of Trustees in June 2019. Meanwhile, the Board would receive a six-monthly progress report in May 2019.

19. **IET@150**

   The Board noted a progress report on the IET@150 Project (T(19)17).

20. **Know Your Customer**

   The Board noted a progress report on the Know Your Customer Project (T(19)18).

21. **Strategic Engagement and Partnerships**

   The Board noted the annual report from Strategic Engagement and Partnerships (T(19)19).

22. **Safeguarding**

   The Board noted a report on a Safeguarding Incident (T(19)20).

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

   The Board noted a report from the Chief Executive and Secretary (T(19)21).

24. **Feedback on Board Meeting**

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

24.2. A number of comments were made about the Trustees’ visit to Michael Faraday House and the conduct of the Board meeting.

25. **Date of Next Meeting**

   Thursday, 21 March 2019 at 5.00 pm at Savoy Place, London WC2.