Minutes of the Meeting of the BOARD OF TRUSTEES
held on Monday, 2 September 2019 at 5.00 pm
at Savoy Place, London WC2

Present: Mr Mike Carr (President)
Miss Yewande Akinola
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
Mr Nick Winser
Air Marshal Julian Young

In attendance: Mr Ed Almond (Director of Finance and Planning)
Mr Richard Best (Director of IT and Digital Services)
Ms Morna Dason-Barber (HR Director)
Mr Martin Davies (Head of IET Academy) (Minute 12)
Mr Simon Edwards (Director of Governance and External Engagement)
Mr Nigel Fine (Chief Executive and Secretary)
Mr Giles Grant (Director of Knowledge)
Ms Michelle Richmond (Director of Membership and Professional Development)
Ms Amanda Weaver (Head of Practitioner Publishing) (Minute 12)
Mr Andrew F Wilson (Head of Governance)

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 Dr Colin Arthur, Professor Alison Noble and Ms Alyssa Randall.

3. Conflicts of Interest

3.1. Ms Bryant declared that she was a Trustee of IET Connect (Minute 14 refers).

3.2. Mr Edwards declared that he was a Trustee of the IET Superannuation and Assurance Scheme (Minute 9 refers).

3.3. Mrs Hodge declared that she would become a Trustee of IET Connect from 1 October 2019 (Minute 14 refers).
4. **Minutes**

The Minutes of the meeting held on 7 June 2019 (T(19)M4) were approved and signed as a correct record.

5. **Actions Taken or Outstanding**

Mr Edwards introduced and the Board noted a report on actions taken or outstanding since the previous meeting of the Board (T(19)60).

6. **Nominations and Succession Committee**

6.1. Mr Carr introduced and the Board noted a report from the Nominations and Succession Committee (T(19)61).

6.2. Professor George withdrew from the meeting for the following item.

6.3. The Board approved the appointment of Professor Danielle George as President from 1 October 2020.

6.4. The Board approved the appointment of Professor Bob Cryan as Deputy President from 1 October 2020.

6.5. The Board approved the appointment of Dr Andy Harter and Dr Gopichand Katragadda to fill the two casual vacancies for Vice Presidents arising on 1 October 2019:

6.6. The Board approved the re-appointment of Dr Colin Arthur as Honorary Treasurer for the Session 2019/20.

6.7. The Board approved the following candidates for election to fill the two vacancies for Vice Presidents arising on 1 October 2020:

- Dr Bikramjit Bhangu
- Mrs Rachel Hurst

6.8. The Board approved the following candidates for election to fill the two vacancies for Ordinary Members of the Board of Trustees arising on 1 October 2020:

- Dr Paul Needham
- Dr Kate Sugden

6.9. The Board approved the following candidates for election to fill the six vacancies for Ordinary Members of Council arising on 1 October 2020:

- Miss Kerrine Bryan
- Mr Chris Cartwright
- Mr Ashwin Ajith Chardran
- Eur Ing Dr Carol Marsh
- Dr Karla Smith
- Dr John Tan

6.10. The Board approved the appointment of Mr Craig Lucas as Chair of the Energy Policy Panel for the Session 2019/20.

6.11. Mr Carr introduced and the Board noted a proposal for the appointment of two Ordinary Members to the Nominations and Succession Committee for the Session 2019/20 (T(19)62). Following discussion it was agreed to re-appoint:
7. **Boards and Committees**

7.1. Mr Edwards introduced and the Board noted a proposal to appoint a new Chair of the Development Steering Group (T(19)63). Following discussion it was agreed to appoint Professor Bob Cryan as Chair from 1 October 2019.

7.2. Mr Edwards introduced and the Board noted proposals for amendments to the terms of reference of Boards and Committees (T(19)64). The recommendations had been discussed at the most recent meetings of the respective Main Boards. Following discussion it was agreed to:

7.2.1. dispense with elections to the Communities Committees, with immediate effect;

7.2.2. review the decision to dispense with elections to the Communities Committees after three years;

7.2.3. amend the terms of reference of the Communities Committees, as detailed in the paper;

7.2.4. amend the terms of reference of the Committees reporting to the Membership and Professional Development Board, as detailed in the paper;

7.2.5. approve the terms of reference for the Panels reporting to the Awards and Scholarships Committee, as detailed in the paper.

8. **Governance Review**

8.1. Mr Edwards introduced and the Board noted the proposed response to the Governance Review by Crowe UK LLP (T(19)65).

8.2. Following discussion it was agreed that:

8.2.1. the matters involving Bye-law changes should be reconsidered by the Board of Trustees in 2021;

8.2.2. the issues regarding information capture should be discussed by the Nominations and Succession Committee;

8.2.3. the ICSA Report on Cultural Markers in Charities should be discussed by the Volunteer Engagement Board.

9. **IIE Pension Scheme Transfer**

9.1. Mr Almond introduced and the Board noted a proposal for the merger of the IIE Pension Scheme with the IET Superannuation and Assurance Scheme (T(19)66(revised)).

9.2. Following discussion the Board approved the signing of the Memorandum of Understanding attached as Appendix A and agreed that any two Trustees and the Chief Executive and Secretary be authorised to approve the form of any documentation necessary to give effect to the terms of the Memorandum of Association, and to sign or execute such documentation in accordance with the requirements of the relevant document.
10. **Serious Incident Reporting**

10.1. Mr Edwards introduced and the Board noted a report on Serious Incident Reporting (T(19)67).

10.2. The Charity Commission for England and Wales had written to the IET on 30 July 2019 regarding the requirement for charities to report serious incidents and asked for its letter to be brought to the attention of the IET’s Trustees. The Charity Commission was concerned about systematic under-reporting of serious incidents in charities and wished to remind the Trustees of their responsibility to report serious incidents.

10.3. Following discussion it was agreed that a review of the IET’s existing serious incident processes and procedures should be undertaken as a matter of urgency and that a response should be made to the Charity Commission after this had been completed.

11. **Council**

11.1. Mr Edwards introduced and the Board noted a report from Council (T(19)68).

11.2. The Board noted with interest the final reports of recent Council discussion of Digitisation, and of Member Value Proposition, and also the interim reports on Climate Change and Fifty-Year Strategy which would be presented as final papers in the next Session.

11.3. Following discussion it was agreed that:

11.3.1. the paper on Digitisation be referred to the Director of IT and Digital Services for response;

11.3.2. the paper on the Member Value Proposition be referred to the Director of Membership and Professional Development for response.

12. **IET Academy**

12.1. Mr Grant introduced and the Board noted a report on the IET Academy (T(19)69).

12.2. It was noted that the operational performance of the IET Academy had changed from the original business plan approved by the Board of Trustees. Market research had been undertaken in order to inform the future strategic direction, but the results had been inconclusive.

12.3. Following discussion the Board agreed that strategic options for the IET Academy should be developed and brought back to the Board of Trustees in October 2019.

13. **Equality, Diversity and Inclusion**


13.2. The Board discussed the draft report on Equality, Diversity and Inclusion Strategy 2018-23 and approved its publication subject to a number of amendments.

13.3. At its meeting on 9 November 2018 the Board of Trustees agreed to set annual diversity targets as part of the recently-approved Equality, Diversity and Inclusion Strategy (Minute 12.2 of T(18)M7 refers). It was noted that this had not been possible, because the IET did not hold data about the protected characteristics of members.
13.4. At its meeting on 4 February 2019 the Board of Trustees agreed that the IET should investigate the routine collection of data from members about protected characteristics and, in the meanwhile, collect such data from the members of the Main Boards and Committees and potential candidates (Minute 8.5 of T(19)M1 refers). It was noted that this had not been done, because the current IET membership database did not have the facility to capture and store such information securely. The requirement to collect such information would be included as part of the scope of phase three of the Know Your Customer programme and a proposal for this would be brought to the Board of Trustees for consideration in 2020.

14. IET Connect

14.1. Ms Bryant introduced and the Board noted a report on IET Connect, The Institution of Engineering and Technology Benevolent Fund (T(19)71).

14.2. It was noted that IET Connect had recently agreed a new strategy for the period 2019-2022, which included a decision to change its trading name to Foothold and to widen its beneficiaries beyond the members and former members of the IET and their dependants.

14.3. It was agreed to ask Mr Fine to advise the new Chief Executive of IET Connect of the concerns that Trustees had about changes to the trading name and beneficiaries. It was noted that it was intended to invite the new Chief Executive of IET Connect to attend a future meeting of the Board.

15. Societal Challenges and End-to-End Strategy

15.1. Mr Almond introduced and the Board noted a report on plans to re-position public engagement, focus short-medium term development and develop end-to-end activities (T(19)72).

15.2. A number of comments were made on the report and it was agreed that detailed proposals should be brought back to the Board of Trustees for approval in November 2019.

16. Membership Survey

The Board noted a report on the format of the 2019 Membership Survey (T(19)73).

17. Chief Executive and Secretary’s Report

The Board noted a report from the Chief Executive and Secretary (T(19)74).

18. Know Your Customer

The Board noted a progress report on the Know Your Customer Programme (T(19)75).

19. 150th Anniversary of the IET

The Board noted a progress report on plans for the 150th Anniversary of the IET (T(19)76).

20. Safeguarding of Children and Adults at Risk

The Board noted a report on Safeguarding of Children and Adults at Risk (T(19)77).
21. Dinner Guest

The Board noted that the dinner guest would be the Chief Executive and Secretary.

22. Vote of Thanks

It was agreed to record a Vote of Thanks to those members retiring from the Board of Trustees on 30 September 2019.

23. Classification of Board Papers

23.1. The Board noted that seventeen 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 were otherwise covered by legal professional privilege or concerned 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

Thursday, 3 October 2019 at 5.00 pm at Savoy Place, London WC2.