15 October 2019

PAPER CLASSIFICATION: OPEN

Minutes of the Meeting of the BOARD OF TRUSTEES
held on Thursday, 3 October 2019 at 5.00 pm
at Savoy Place, London WC2

Present: Dr Peter Bonfield (President)
Miss Yewande Akinola
Dr Colin Arthur
Professor Phil Blythe
Mr Mike Carr (Minutes 1-11)
Ms Jayne Bryant
Mr Joe Dunn
Professor Danielle George
Dr Simon Harrison
Dr Andy Harter
Miss Samantha Hubbard
Dr Gopi Katragadda
Ms Dawn Ohlson
Ms Alyssa Randall (by telephone)
Air Marshal Julian Young (by telephone)

By invitation: Mr Neil Burton (Mills & Reeve LLP) (Minute 19)

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 6)
Mr Simon Edwards (Director of Governance and External Engagement)
Mr Nigel Fine (Chief Executive and Secretary)
Mr Giles Grant (Director of Knowledge)
Ms Christine Losecaat (Director of IET@150) (Minute 10)
Mr Dom Pickersgill (General Counsel) (Minutes 8 and 19)
Ms Michelle Richmond (Director of Membership and Professional Development)
Ms Amanda Weaver (Head of Practitioner Publishing) (Minute 6)
Mr Andrew F Wilson (Head of Governance)

1. Welcome and Introduction

1.1. Dr Bonfield welcomed the Trustees to the first meeting of the new Session and reminded them of the Terms of Reference of the Board of Trustees.

1.2. He drew attention to the three themes for his Presidency which were:

- Digital Engineering.
- Professional Competence.
- New Approaches to Engineering Higher Education.

2. Apologies for Absence

Apologies for absence were received from Dr Ian Belger.
3. **Conflicts of Interest**

Dr Arthur declared that his wife was an employee of Mercer Limited, the IET’s investment advisers.

4. **Minutes**

The Minutes of the meeting held on 2 September 2019 (T(19)M5) 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)78).

5.2. With reference to Minute 14.3 of T(19)M5, Mr Edwards gave an oral report on a recent meeting between the Chief Executive and Secretary and the CEO of IET Connect. It was noted that:

5.2.1. IET Connect had agreed to change its trading name to Foothold;

5.2.2. the change in trading name to Foothold did not reflect a change in the organisation’s primary purpose, which was for the benefit of IET members, former members and staff;

5.2.3. donations by, and reserves built up by funds from, IET members in Foothold’s general fund would remain for those beneficiaries;

5.2.4. neither the IET name nor logo would be reflected in the new trading name;

5.2.5. communication plans had been drafted and would be shared with the IET.

5.3. Ms Bryant undertook to convey to the Trustees of IET Connect the concerns of the Board of Trustees and propose that the new trading name should include a qualification, to make it more prominent and visible, that it was the IET Benevolent Fund and supported IET members, past members and staff.

5.4. Ms Richmond commented that the reference to Foothold on the next IET subscription notice would include an explanation that it was the new trading name of the IET Benevolent Fund.

(Staff Note: A Report on the meeting with IET Connect is circulated with these Minutes (T(19)95).)

6. **IET Academy**

6.1. Mr Grant introduced and the Board noted the proposal for an updated strategy for the IET Academy (T(19)79).

6.2. It was noted that, in future, based on market assessment, the IET Academy would focus on three customer groups:

- employers of engineers wishing to develop employees’ soft skills and technical knowledge;
- individual practitioners wishing to develop their own, mainly technical, knowledge;
- academic institutions requiring content for teaching purposes.
6.3. Based on the MarketWise research results and the learnings of the past 15 months the Academy content strategy would:

- focus on shorter courses of 5-15 hours in length;
- primarily deliver learning at UK government recognised qualification levels 3,4,5;
- develop learning in IET areas of strength, including energy and power;
- develop a stronger portfolio of management and soft-skills courses;
- investigate opportunities to develop new learning in IT, digital and software;
- form further partnerships with content providers and industry partners.

6.4. It was noted that table 10.1 showed the annual numbers of Business to Customer (B2C) learners, Business to Business (B2B) learners and total learners (not cumulative).

6.5. Following discussion the Board approved further investment funding for the IET Academy from reserves of £1.7m between 2020-2025, subject to bi-annual review by the Board. The staff undertook to contact individual Trustees to seek advice on particular leads.

7. Financial Matters

7.1. Mr Almond introduced and the Board noted a proposal to amend the IET Investment Strategy (T(19)80). The proposal was approved.

7.2. Mr Almond introduced and the Board noted a proposal to amend the Reserved and Delegated Authorities (T(19)81). The proposal was approved.

8. IET Regulations

8.1. Mr Edwards introduced and the Board noted a proposal for amendments to the IET Rules of Conduct and Disciplinary Regulations to pay due regard to the Engineering Council’s guidance on codes of conduct and disciplinary processes (T(19)82).

8.2. Following discussion, the amendments to the IET Rules of Conduct and Disciplinary Regulations were approved with immediate effect.

9. Trustee Champions

9.1. Mr Edwards introduced and the Board noted a proposal for Trustee Champions for the Session 2019/20 (T(19)83).

9.2. The Board approved the appointment of Trustee Champions for the Session 2019/20:

- Trustee champion for IET 150th Anniversary – Professor Danielle George.
- Trustee champion for Equality, Diversity and Inclusion – Miss Yewande Akinola and Miss Samantha Hubbard.
- Trustee champion for Know Your Customer – Dr Ian Belger and Air Marshal Julian Young.
- Trustee champion for Strategic Engagement and Partnerships – Dr Andy Harter.
- Trustee champions for Strategic KPIs – Dr Colin Arthur, Dr Ian Belger and Air Marshal Julian Young.
- Trustee champion for Young Professionals (a Trustee under the age of 30 at the time of election) – Ms Alyssa Randall.

9.3. Dr Arthur suggested that the Board should discuss matters relating to Young Professionals at a future meeting.
10. **150th Anniversary of the IET**

10.1. Professor George introduced and the Board noted a progress report on plans for the 150th Anniversary of the IET in 2021 (T(19)84). Ms Losecaat drew attention to the new Project Advisory Group.

10.2. It was noted that the final proposed set of activities, detailed plan and budget would be presented for discussion and approval at the November 2019 Trustees Planning Meeting.

11. **Michael Faraday House**

11.1. Mr Almond introduced and the Board noted a report on the refurbishment of Michael Faraday House (T(19)85).

11.2. It was noted that initial work was focussing on re-visiting the previous design to retain value while reducing cost and energy use. The phasing strategy for construction would be reviewed based on the assumption of a sequential programme with IET staff remaining on-site. The initial output would be presented to the Board of Trustees in November 2019. Based on feedback at the November 2019 meeting, the design would be developed to the end of RIBA Stage 3 for a decision, if possible, in February 2020 to proceed to tender. If approved, the project could commence in autumn 2020 with anticipated completion around the end of 2021.

12. **Gender Pay Gap**

12.1. Ms Dason-Barber introduced and the Board noted a report on the actions taken to help address the Gender Pay Gap and promote Equality, Diversity and Inclusion (T(19)86).

12.2. It was noted that there had been a survey of female employees to better understand female progression across the IET. The results of the survey had helped to identify opportunities to begin to close the Gender Pay Gap. A commitment had been made to run a pilot development programme aimed at mid/senior-level women in the organisation. Work was also underway to develop managers so that they had meaningful career and role enrichment discussions and role model inclusive behaviours. The talent management methodology had been reviewed with regards to the gender profile of each department and job.

13. **Routine Matters**

13.1. The Board noted:

13.2. Royal Charter and Bye-laws.


13.4. Terms of reference of IET Boards and Committees (T(19)89).

13.5. Reserves Policy (T(19)90).


14. **Office of the Scottish Charity Regulator**
   The Board noted a report on the requirement to maintain registration with the Office of the Scottish Charity Regulator (T(19)91).

15. **Awards and Prizes**
   The Board noted a report on the Achievement Medals for 2019 (T(19)92).

16. **A F Harvey Engineering Research Prize**
   The Board noted a report on the award of the A F Harvey Engineering Research Prize (T(19)93).

17. **Chief Executive and Secretary's Report**
   The Board noted a report from the Chief Executive and Secretary (T(19)94).

18. **Feedback on Board Meeting**
   Dr Bonfield invited Trustees to give feedback on the Board of Trustees meeting.

19. **Legal Update**
   19.1. Mr Burton gave a presentation to the Board of Trustees from Mills & Reeve LLP solicitors on recent and forthcoming legal issues of interest to the Institution (T(19)87). Subjects covered included:
   - The proposed Charities Bill;
   - the Charity Governance Code for Larger Charities;
   - charity trading law;
   - guidance for charities with a connection to a non-charity;
   - charity trustees and decision making.
   19.2. Dr Bonfield thanked Mr Burton for his interesting presentation.

20. **Classification of Board Papers**
   20.1. The Board noted that 13 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:
   - information relating to negotiations, commercial or otherwise, where disclosure could prejudice the IET’s position, or could prejudice future negotiations of a similar nature;
   - 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;
   - information which if disclosed might result in premature publicity of courses of action that might not, in the end, be followed;
   - legal advice or Counsel's opinion, or were otherwise covered by legal professional privilege or concerned active legal proceedings;
   - information which could be used externally to create legal challenge, reputational risk or commercial advantage.
21. **Date of Next Meeting**

Friday, 8 November 2019 at 2.00 pm at Brocket Hall, Welwyn, Herts AL8 7XG, following the Trustees Planning Meeting on 7-8 November 2019.