

28 June 2024

**PAPER CLASSIFICATION: OPEN**

**Minutes of the Meeting of the  
BOARD OF TRUSTEES**

**held on Friday, 21 June 2024 at 2.00 pm (BST)  
at Savoy Place, London WC2, and via Virtual Meeting**

Present: Dr Gopichand Katragadda (President)

Ms Yewande Akinola

Professor Bob Cryan

Professor Timothy Dafforn

Mrs Katy Deacon

Mr Warren East

Ms Anni Feng

Dr Simon Hart

Ms Samantha Hubbard

Miss Abbie Huty

Dr Carol Marsh

Professor Ronjon Nag

Ms Dawn Ohlson

Colonel Andy Rogers

Ms Mamta Singhal

In attendance: Mrs Toni Allen (Chief Engagement and Growth Officer) (Minutes 2-22)

Mr Ed Almond (Chief Executive and Secretary) (Minutes 2-22)

Mrs Morna Dason-Barber (People Director) (Minutes 2-22)

Mr Zaheed Hussein (General Counsel) (Minutes 2-22)

Ms Sara Killingworth (Portfolio and Product Management Director) (Minutes 2-22)

Mr Christopher Knibb (Governance and External Engagement Director) (Minutes 2-22)

Ms Eloisa de la Maza (Governance Executive) (Minutes 2-22)

Ms Michelle Richmond (Interim Operations Director) (Minutes 2-22)

Mr John Sullivan (Chief Technology Information Officer) (Minutes 2-22)

Mr Simon White (Chief Finance Officer) (Minutes 2-22)

Mr Andrew F Wilson (Head of Governance) (Minutes 2-22)

**1. Private Meeting**

1.1. The Board of Trustees held a private meeting without staff present.

1.2. The President undertook to communicate the action arising to the Chief Executive and Secretary.

**2. Apologies for Absence**

Apologies for absence were received from Professor Sarah Spurgeon.

**3. Conflicts of Interest**

No conflicts of interest were declared.

#### **4. Minutes**

The Minutes of the meeting held on 13 May 2024 (T(24)M4) were approved and signed as a correct record.

#### **5. Actions Taken or Outstanding**

Mr Wilson introduced and the Board noted a report on actions taken or outstanding since the previous meeting of the Board (T(24)45).

#### **6. Strategy Meeting**

- 6.1. Dr Katragadda reported on the issues covered at the Trustees and Council Strategy Input Meeting held over the past two days.
- 6.2. He suggested that it would be better at future meetings to pre-circulate the presentations by staff, so that they could be introduced more quickly and additional time could be allocated to discussion and feedback by members.
- 6.3. The Board agreed that the work on Developing Future Income Streams should be prioritised.
- 6.4. Mr Almond reported that formal proposals arising from all the matters discussed at the Strategy Input Meeting would be brought to the Board of Trustees for approval in due course.

#### **7. President's Report**

- 7.1. Dr Katragadda introduced and the Board noted the President's report (T(24)46).
- 7.2. He drew attention to the conclusion of the matter raised by the Charity Commission in 2023. Dr Hart asked about the letter received from the Charity Commission on 6 March 2024. Mr Almond confirmed that he had responded to the Commission and pointed out the mistake noted by the Board of Trustees (Minute 6.5 of T(24)M3 refers).
- 7.3. See Confidential Minute.

#### **8. Chief Executive and Secretary's Report**

- 8.1. Mr Almond introduced and the Board noted the Chief Executive and Secretary's report (T(24)47).
- 8.2. The Board challenged the report and asked a number of questions about returning to financial sustainability, cost-savings, and Local Network budgets.

#### **9. Membership Subscriptions**

See Confidential Minute.

#### **10. Membership Terms and Conditions**

- 10.1. Mr Knibb introduced and the Board noted a proposal to amend the Regulation on Membership Terms and Conditions (T(24)49).
- 10.2. Following discussion the Board approved the new Regulation on Membership Terms and Conditions (Appendix A to T(24)49) and agreed that they should be effective from 29 July 2024.

## **11. Rules of Conduct**

- 11.1. Mr Knibb introduced and the Board noted a proposal to amend the Rules of Conduct and the Disciplinary Regulations (T(24)50).
- 11.2. Following discussion the Board approved the new Rules of Conduct and Disciplinary Regulations (Appendix A to T(24)50) and agreed that they should be effective from 29 July 2024.

## **12. Governance Structure Review**

- 12.1. Ms Ohlson introduced and the Board noted a report from the Governance Structure Review Working Party (T(24)51).
- 12.2. Mr Almond commented on the nature of the governance structure changes which had been made in 2001, 2006 and 2016.
- 12.3. The Board discussed the report and the suggested areas for consideration. It was agreed that the Working Party should continue to develop all the options it had identified and not narrow this down further until there had been a stage of member consultation to determine the acceptability of a new model to the membership. It was noted that discussion by volunteer groups within the current governance structure needed to be included in the timetable, as well as the wider membership consultation.

## **13. Nominations and Succession Committee**

- 13.1. Professor Cryan introduced and the Board noted a report from the Nominations and Succession Committee (T(24)52).
- 13.2. Following discussion the Board approved:
  - 13.2.1. the appointment of Mrs Katy Deacon BEng MEng CEng FIET to fill the casual vacancy for a Vice President for the Session 2024/25;
  - 13.2.2. the allocation of newly elected Council members to the four Main Boards from 1 October 2024:

|                             |   |
|-----------------------------|---|
| Dr Jeremy Creasey CEng FIET | Volunteer Engagement Board              |
| Dr Will Drury CEng FIET     | Knowledge Services and Solutions Board  |
| Andrew Hughes CEng FIET     | Knowledge Services and Solutions Board  |
| Katherine Jackson CEng MIET | Equality, Diversity and Inclusion Board |
| Dr Kenny Otiaba CEng MIET   | Equality, Diversity and Inclusion Board |
| Anusha Rammohan MIET        | Volunteer Engagement Board              |

- 13.2.3. the appointment of three members three Ordinary Members of Council from 1 October 2024 and their allocation to the four Main Boards;

|                            |   |
|----------------------------|---|
| Jeremy Green CEng MIET     | Membership and Professional Development Board |
| Professor Callum Kidd MIET | Equality, Diversity and Inclusion Board       |
| Dr C F Kwong CEng MIET     | Membership and Professional Development Board |

- 13.2.4. The Chairs of Main Boards for the Session 2024/25:

|   |                               |
|---|-------------------------------|
| Equality, Diversity and Inclusion Board       | Katy Deacon (to continue)     |
| Knowledge Services and Solutions Board        | Yewande Akinola (to continue) |
| Membership and Professional Development Board | Professor Paul Needham        |
| Volunteer Engagement Board                    | Dr Carol Marsh (to continue)  |

13.2.5. Deputy Presidents to serve as members of Main Boards for the Session 2024/25:

|   |                  |
|---|------------------|
| Equality, Diversity and Inclusion Board       | Dawn Ohlson      |
| Knowledge Services and Solutions Board        | Samantha Hubbard |
| Membership and Professional Development Board | Dawn Ohlson      |
| Volunteer Engagement Board                    | Samantha Hubbard |

13.2.6. Member of the Equality, Diversity and Inclusion Board from 1 October 2024:

Kathryn Trudy Norris-Grey (non-member)

13.2.7. Honorary Treasurer for the Session 2024/25:

Dr Simon Hart (Vice President)

13.2.8. Chair of the Audit and Risk Process Committee for the Session 2024/25:

Dawn Ohlson (Deputy President)

13.2.9. Chair of the Finance and Investment Committee for the Session 2024/25:

Samantha Hubbard (Deputy President)

13.2.10. Chair of the Policy Oversight Committee for the Session 2024/25:

Professor Timothy Dafforn (Vice President)

13.2.11. Members of the Policy Oversight Committee from 1 October 2024:

Professor Peter Bannister CEng FIET  
Louise Dunsby CEng MIET

13.3. The Board approved the proposals for the election of Honorary Fellows for 2024.

**14. Risk Strategy and Appetite**

14.1. Mr Knibb introduced and the Board noted a report on Risk Strategy and Appetite (T(24)53).

14.2. It was noted that the Risk Strategy has been updated to remove reference to Strategic and Operational Risk categories. From 1 October 2024 risk reporting to Boards and Committees focus on relevant major risks, not on strategic risks. Since February 2024 the IET had used a 5x5 matrix and risk assessment definitions in line with Charity Commission guidelines. The risk appetite was “risk averse”.

14.3. Following discussion the Board approved the updated Risk Strategy document (Appendix A to T(24)53).

**15. Gift Variation**

15.1. Mr Knibb introduced and the Board noted a proposal for a Gift Variation (T(24)54).

15.2. Following discussion the Board approved a Resolution to vary the purpose of a testamentary gift of Kathleen Patricia Uridge, to allow an application to be made to the Charity Commission to vary that purpose.

**16. Remuneration Committee**

The Board noted a report from the Remuneration Committee (T(24)55).

## **17. Opportunities Matrix**

The Board noted a report on the Opportunities Matrix (T(24)56).

## **18. Know Your Customer**

The Board noted a progress report on the Know Your Customer Project (T(24)57).

## **19. Vote of Thanks**

It was agreed to record a Vote of Thanks to Ms Michelle Richmond who was retiring from the IET in July 2024 after eighteen years' service.

## **20. Feedback on Board Meeting**

20.1. The President invited Trustees to give feedback on the Board of Trustees meeting.

20.2. The Board agreed that the slides from the Strategy Input Meeting should be circulated to Board and Council members.

## **21. Classification of Board Papers**

21.1. 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:

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

21.1.2. 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;

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

21.1.4. legal advice or Counsel's opinion, or were otherwise covered by legal professional privilege or concerned active legal proceedings;

21.1.5. information considered confidential to a third-party relationship, or which could be used externally to create legal challenge, reputational risk or commercial advantage.

## **22. Date of Next Meeting**

Monday, 2 September 2024 at 4.00 pm (BST) (in Bengaluru, India, and at Savoy Place, London WC2, or via Virtual Meeting) (followed by a Board Dinner).