

10 September 2024

PAPER CLASSIFICATION: OPEN

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

**held on Monday, 2 September 2024 at 4.00 pm (BST)
at Bengaluru, India, and Savoy Place, London WC2, and via Virtual Meeting**

Present: Dr Gopichand Katragadda (President)
Ms Yewande Akinola
Professor Bob Cryan
Professor Timothy Dafforn (Minutes 1-10)
Mr Warren East
Ms Anni Feng
Dr Simon Hart
Ms Samantha Hubbard
Dr Carol Marsh
Professor Ronjon Nag
Ms Mamta Singhal (Minutes 2-22)

In attendance: 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 Sara Sharman (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 actions arising to the Chief Executive and Secretary.

2. Apologies for Absence

Apologies for absence were received from Mrs Katy Deacon, Miss Abbie Hatty, Ms Dawn Ohlson, Brigadier Andy Rogers and Professor Sarah Spurgeon.

3. Conflicts of Interest

No conflicts of interest were declared.

4. Minutes

The Minutes of the meeting held on 21 June 2024 (T(24)M5) were approved and signed as a correct record.

5. Actions Taken or Outstanding

- 5.1. Mr Wilson introduced and the Board noted a report on actions taken or outstanding since the previous meeting of the Board (T(24)58).
- 5.2. With reference to Minute 5.3 of T(23)M7, Dr Hart asked why discussion of a revised proposal to amend the annual cycle of strategy and planning had been deferred until February 2025. Mr White apologised that he had been unable to prepare a paper for the meeting in February 2024 as the Board had requested. Mr Almond commented that whilst the opportunity to amend the cycle for 2024 had been missed, the deferred discussion might allow an amendment to be made in 2025, within the context of the Transformation Project and the Governance Structure Review.

6. President's Report

- 6.1. Dr Katragadda introduced and the Board noted the President's report (T(24)59).
- 6.2. He drew attention to the Virtual Roadshow on AI and his suggestions for positioning the IET as a leader in the use of AI to solve global challenges.

7. Chief Executive and Secretary's Report

- 7.1. Mr Almond introduced and the Board noted the Chief Executive and Secretary's report (T(24)60).
- 7.2. The Board challenged the report and asked a number of questions about journal impact factors, organisational structure changes, and IET offices outside the UK.
- 7.3. It was agreed that the Chief Executive and Secretary should present a detailed report to the next meeting of the Board to explain the progress of the Transformation Project and the planned outcome.
- 7.4. See Confidential Minute.

8. International Strategy

- 8.1. Mr Almond introduced and the Board noted a proposal for an International Strategy (T(24)61).
- 8.2. During discussion a number of comments were made on the paper. Mr Almond undertook to update the Board about changes to international operations at the next meeting.

9. Know Your Customer

- 9.1. Mr Sullivan introduced and the Board noted a progress report on the Know Your Customer Project (T(24)62).
- 9.2. The Board challenged the report and asked a number of questions.
- 9.3. See Confidential Minute.

10. Policy Oversight Committee

- 10.1. Professor Dafforn introduced and the Board noted a report from the Policy Oversight Committee about policy activity over the past six months and the operation of the Policy Centres on Digital Futures and Sustainability and Climate Change (T(24)68).

- 10.2. The Board challenged the report and asked a number of questions about policy activity.

11. Nominations and Succession Committee

- 11.1. Professor Cryan introduced and the Board noted a report from the Nominations and Succession Committee (T(24)64).

- 11.2. The Board approved the appointment of Ms Dawn Ohlson MEng CEng FIET as President from 1 October 2025.

- 11.3. The Board approved the appointment of Dr Simon Harrison FEng BSc PhD CEng FIET as Deputy President from 1 October 2025.

- 11.4. The Board approved the following candidates for election to fill the two vacancies for Vice Presidents arising on 1 October 2025:

Katy Deacon BEng MEng CEng FIET
Dr Graham Herries BEng PhD CEng FIET

- 11.5. 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 2025:

Justina Ho BMath MSc LLB MIET (unregistered, non-UK)
Sam Presley MEng MIET (unregistered, under 36)

- 11.6. In accordance with Bye-law 64(b), the Board resolved that, whilst not a registered member or similarly qualified, Ms Ho and Mr Presley were eligible for election.

- 11.7. The Board approved the following candidates for election to fill the vacancies for Ordinary Members of Council arising on 1 October 2025:

Kamilla Aliakhmet MIET
Samuel Elegbede MEng CEng MIET
Andy Parker CEng MIET
Ved Prakash CEng MIET
Margaret Taggart MEng EngTech TMIET
Eur Ing Jim Smith BSc CEng FIET

- 11.8. The Board approved the appointment of the following members to fill the vacancies for a Chair and Deputy Chair of the Disciplinary Committee, with immediate effect:

Chair: Eur Ing Robert Forsyth CEng FIET
Deputy Chair: Andrew Allaway IEng FIET

- 11.9. The Board approved the appointment of the following members to fill the vacancies for members of the Preliminary Investigation Committee, from 1 October 2024:

Geoffrey Beresford Hartwell FIET
Andrew Devlin IEng MIET
Animesh Jain CEng MIET
Lip Pang Wong CEng MIET

- 11.10. Mr Knibb introduced and the Board noted a proposal to appoint two Ordinary Members to the Nominations and Succession Committee for the next Session (T(24)65). Following discussion it was agreed to defer this decision until the next meeting of the Board to allow time to consult the six Ordinary Members.

12. Audit and Risk Process Committee

- 12.1. Mr White introduced and the Board noted a report from the Audit and Risk Process Committee (T(24)66).
- 12.2. The Board approved the proposed changes to the Reserved and Delegated Authorities Policy.

13. Finance and Investment Committee

- 13.1. Mr East introduced and the Board noted a report from the Finance and Investment Committee (T(24)67).
- 13.2. The Board approved the creation of a designated reserve for Intangible Fixed Assets.

14. Company Directors

- 14.1. Mr Wilson introduced and the Board noted a proposal for the appointment of company directors (T(24)69).
- 14.2. The Board approved the appointment of Mr Christopher Knibb as a director of The Institution of Electrical Engineers, Institution of Electronic and Radio Engineers 1989, The Institution of Manufacturing Engineers, IProdE Ltd and The Society of Engineers (Incorporated).

15. Terms of Reference

- 15.1. Mr Knibb introduced and the Board noted a proposal to amend the terms of reference of Boards and Committees (T(24)70).
- 15.2. The Board approved the:
 - 15.2.1. amendment of the Regulation about the “role of Trustees”;
 - 15.2.2. amendment of the terms of reference of the four Main Boards;
 - 15.2.3. amendment of the terms of reference of the Registration and Standards Committee;
 - 15.2.4. closure of the Volunteer Support Working Party.

16. Governance Review

The Board noted a report on matters relating to the Governance Review (T(23)71).

17. Awards and Prizes

The Board noted a report on the Achievement Medals for 2024 (T(24)72).

18. Safeguarding of Children and Adults at Risk

The Board noted an annual report on Safeguarding of Children and Adults at Risk (T(24)73).

19. Vote of Thanks

The Board agreed to record a Vote of Thanks to those members retiring from the Board of Trustees on 30 September 2024.

20. Feedback on Board Meeting

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

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

Thursday, 3 October 2024 at 5.00 pm (BST) at Savoy Place, London WC2, or via Virtual Meeting.