The Institution of Engineering and Technology

13 May 2025

PAPER CLASSIFICATION: PRIVATE AND CONFIDENTIAL

**Minutes of the Meeting of the
Board of Trustees
held on Monday, 12 May 2025 at 17:00
held virtually**

Present: Warren East (President) (Chair)

Yewande Akinola
Katy Deacon
Anni Feng
Mark Goudie
Simon Hart
Gopichand Katragadda
Ian MacGillivray
Carol Marsh
Paul Needham
Andy Rogers
Mamta Singhal

In attendance: Toni Allen (Chief Engagement and Growth Officer)
Ed Almond (Chief Executive and Secretary)
Fiona Dew (Governance Manager - Engagement)
Sandra Godman (Governance Manager - Compliance)
Zaheed Hussein (Group General Counsel)
Sara Killingworth (Portfolio and Product Management Director)
Christopher Knibb (Governance and External Engagement Director)
Sara Sharman (Interim Operations Director)
John Sullivan (Chief Information Technology and Officer)
Simon White (Chief Financial Officer)

1.   Apologies for Absence

Apologies for absence were received from Sam Hubbard.

2.   Conflicts of Interest

No Trustee conflicts of interest were declared. Ed Almond declared that he is a Trustee of Engineering UK (in relation to item 9).

3.   Minutes

3.1.   The Minutes of the meetings held on 20 March 2025 T(25)M2 and 7 April 2025 T(25)M3, were approved and signed as a correct record.

4. Actions Taken or Outstanding

4.1. Sandra Godman introduced, and the Board <u>noted</u> a report on actions taken or outstanding since the previous meeting of the Board (T(25)30).

4.2. The item relating to Foothold remains in progress awaiting a response from Foothold. The remaining items due for this meeting are as updated in the report or on the agenda to be discussed at this meeting (Annual Report and Savoy Place utilisation).

5. Chief Executive and Secretary's Report

5.1. Ed Almond introduced, and the Board noted the report (T(25)31). Ed highlighted some changes to the financial position and impacts to the registration KPI, which has been impacted by the KYC cut-over.

5.2. In a presentation, Ed reported on the recently published Engineering Council Annual Report, focusing on the numbers of registrations from all UK PEIs. There continues to be a decline in the overall number of registrants, but there is an increase in the number of women on the register. The Board discussed the need for further consideration of the landscape for registration, in the context of the current EC(UK) review, and options for improving registration.

5.3. In other matters:

   (a) Self-assessment against the EDI Framework has recently been re-completed and shows good progress against the previous (2021) assessment.
   (b) Engagement with the Transmission Cost Report has been high.
   (c) There have been issues with Fellowship application processing, including an uptick in applications. These are being addressed.
   (d) KYC has gone live. There are a few outstanding issues which are being resolved, and a much stronger relationship with the supplier has been developed.

5.4. **CONFIDENTIAL MINUTE**

5.5. The Board questioned the decline in (target) numbers of First Lego League (FLL) participants. The Executive responded that there is a programme of activity to make FLL more cost effective, and to bring this back in line with the approach of other FLL partners. This is now high on the list for fundraising and sponsorship for the next season. The Board commented that this may have an impact on less affluent areas and urged that it continue to be monitored for the impact on diversity.

6. KYC Programme Update

6.1. John Sullivan gave an oral update on the recent cut-over to KYC. The migration occurred on four days over the Easter weekend, and the following week staff were engaged in testing, with CCMS on site to make fixes as needed. Full live status was on 28th April and staff have received the system calmly. Highlights are a successful direct debit run, month end processes running first time, on-line payments all working, and all 17 system interfaces functioning.

6.2. **CONFIDENTIAL MINUTE**

7. Philanthropic Programmes (Fundraising and Education)

7.1. Christohper Knibb introduced a proposal to undertake further work to enhance the impact of activities funded by donors and sponsors. (T(25)32). There are long-standing mechanisms for donors to support key activities, but these have been run as

separate streams and, over time, the models and their impact have changed. Lack of coordination means they are not managed or presented to potential donors holistically. The proposal is therefore to combine the oversight of these through a single committee that can take an overarching view of these programmes.

7.2. In discussion, the Board explored the practical implications for the individual programmes and operating teams (eg Education), seeking assurance that they will all have representation on the new Committee. The proposals is recognised as supporting better utilisation of funds, in a sustainable way, and that it will look at new ways to raise funds such as individual subscriptions.

7.3. The Board questioned whether this should be included in the current governance review. Dawn responded that this has been proposed by the current Futures Fund Committee, which is currently not part of the recognised governance, and feels like an urgent issue to resolve, but (as a second step) it should be further reviewed in the context of the governance review.

7.4. The Board requested further consideration of the role of the Finance and Investment (F&I) Committee, agreed the benefits for improving oversight, and noted that fundraising is on the agenda for a broader discussion in June.

7.5. The Board agreed the proposed change as an initial step, with a further review as part of the governance review.

8. CONFIDENTIAL MINUTE

9. INSPEC Operations

9.1. Sara Sharman gave an oral report on the Operations Team, following the restructure and on-going optimisation. Sara outlined two key foci for 2025:

9.1.1. Process automation for professional registration – including having multi-purpose teams to improve customer experience and optimise processes. This includes reducing the time taken to process Fellow applications by 268 days. Key to this is engaging staff 'hearts and minds', using their experience to reduce complexity and improve the value-add for staff resources.

9.1.2. **CONFIDENTIAL MINUTE**

9.2. The Board thanked Sara for a useful update and welcomes further discussion on Inspec at an appropriate time.

10. Paper Management and Data Risk (Trustee Working Practices)

10.1. Christopher Knibb introduced paper T(25)34, outlining the multiple ways that staff have been supporting the Board in receiving data and enabling it to work effectively. This multi-pronged approach has introduced some risk and is not efficient, driving the need for a single approach.

10.2. In discussion, the Board commented that:

(a) A move away from Diligent would curb some members' ability to work because of the personal history of notes that it stores.
(b) Some members keep use of Teams for the professional work and using more than one Teams site can create conflicts.
(c) Diligent is a useful tool for sharing notes and keeping everything in one place.
(d) The ability to vote on Diligent is useful for working between meetings.

(e) It would be useful to separate papers in Diligent (rather than a single document view).

(f) Members would like training to support more effective use of Diligent.

(g) External stakeholders, eg auditors, would also benefit from accessing papers this way.

(h) It is important for staff to maintain a 'back-up' site in the event that we move away from Diligent in the future. Staff assured that this would be the case.

(i) Diligent provides benefits in being able to access papers through multiple interfaces.

10.3. The Board agreed the approach to using Diligent as the sole tool for sharing papers and agreed to continue using on-line voting to support decision-making between meetings.

11. Annual Report and Accounts

11.1. Simon White introduced, and the Board noted the recommendation from the Audit and Risk Process Committee regarding the Trustees' Annual Report and Accounts for the year ending 31 December 2024 (T(25)35).

11.2. The Board thanked staff for the option to update Trustee profiles.

11.3. The Board approved the Trustees Annual Report and Accounts and the Letters of Representation.

12. Communities Succession during Transition

12.1. Christopher Knibb introduced paper T(25)36, outlining proposals to suspend changes to the constitutions of the Communities Resourcing Committee (CRC) and all Communities Committees (with the exception of the Young Professionals Committee) for the session 2025/26. An exception is that the member recently elected to the CRC will continue to take office on 1 October this year.

12.2. The Board noted that the temporary change had been recommended by the Volunteer Engagement Board and would be noted to the Nominations and Succession Committee at its July meeting.

12.3. The Board approved the proposal.

13. Regulation on Terms of Reference of Boards and Committees

13.1. Sandra Godman outlined proposed amendments to the Regulation that reflect recent changes (previously approved by the Board) to the Main Boards and the Terms of Reference of the Remuneration Committee. The draft presented in T(25)37 includes the amendments proposed in item 11 above.

13.2. A further change is required to page 26 to reflect the interim changes to the Boards.

13.3. The Board approved the amendments to the Regulation.

14. Refurbishment of 3rd Floor, Savoy Hill House

14.1. Simon White introduced proposals to invest in the refurbishment of the 3rd floor of Savoy Hill House, improving the standard of accommodation and making it more attractive to the letting market. At current rental rates this should present a 1.5 year payback period; leases tend to be for approximately 10 years.

14.2. In discussion, the Board questioned the reasons for a closed tender, noting that there are few contractors who take on this size of project, with one recently leaving the market. Prices were received from other contractors but the proposal presented a good price for a known, high-quality contractor.

14.3. The Board sought confirmation on who will be responsible once Simon leaves the organisation, and this will be Mark Posnett.

14.4. The Board approved an investment of £0.5M and delegated signature of the contract to Ed Almond.

15. CONFIDENTIAL MINUTE

16. Finance and Investment Committee

16.1. Simon White presented a report from the Finance and Investment Committee (T(25)40) outlining a recommendation to change the investment manager for the Diversified Growth Fund asset allocations.

16.2. The Board approved the proposal.

17. Health & Safety Report

The Board noted the Health and Safety Report (T(25)41).

18. CONFIDENTIAL MINUTE

19. Governance Review Update

The Board noted the update (T(25)43) and agreed to schedule an additional meeting to discuss further, this to be held ahead of the main June meeting.

20. Report on Matters Handled Out of Committee

20.1. The Board noted the following decision that had been made since the March meeting:

20.2. **CONFIDENTIAL MINUTE**

21. Feedback on the Meeting

The Board thanked the Executive and other staff for a high quality of papers, which were well considered and presented. It was felt that it had been a positive and worthwhile meeting.

22. Any Other Business

No further matters of business were raised.

23. Date of Next Meeting

The next scheduled meeting will be 20 June 2025, Austin Courtin, Birmingham but the Board agreed there will be an additional meeting called to discuss the Governance Review.