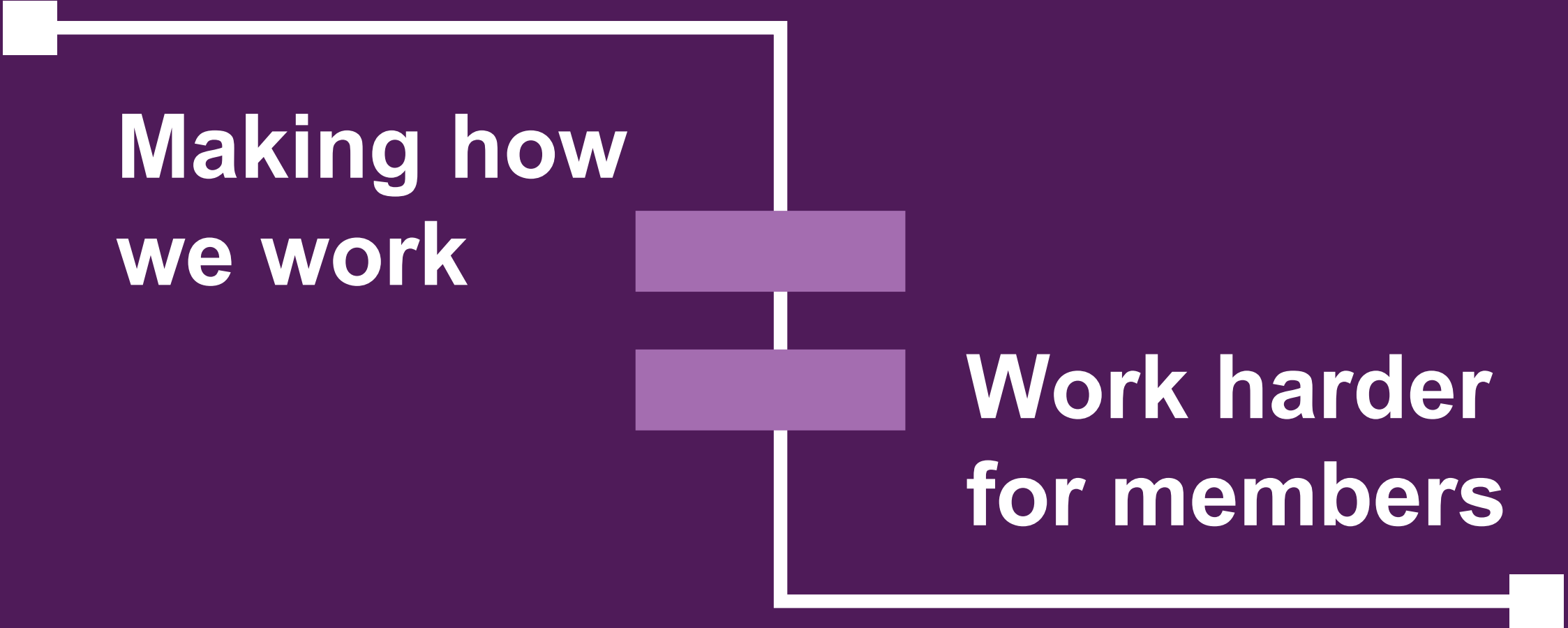


Evolving our governance



**Making how
we work**

**Work harder
for members**

Dawn Ohlson CEng FIET

As Chair of the Governance Structure Review Working Party (GSRWP), I'm pleased to share the Board of Trustees' recommendations for a new governance model for the Institution.

Over the past two years, Trustees have taken a careful and considered look at how our governance supports the organisation. That work has involved Trustees, Council members, volunteers, staff and external experts, as well as listening to feedback from our wider community. Member and volunteer input has played an important role throughout the process, helping shape the recommendations now being presented to members.

Engineering, technology and the way our members learn, connect and engage have changed significantly since the IET's last governance review in 2016. The IET has evolved too, adapting how we support members, deliver services and contribute to the profession.

The Board believes the way we are governed should evolve alongside it.

The recommendations are designed to create a governance model that is simpler, clearer and better equipped for the future, while preserving the values that define us as a member-led institution.

Importantly, this is not about changing who we are. Volunteers remain at the heart of the IET, member voice remains central to decision-making and our commitment to serving members and advancing the engineering profession remains unchanged.

The Board has now made its recommendations. As a member-led organisation, the next step belongs to members. I encourage you to take time to learn more about the recommendations, consider what they mean for the future of the IET and take part in the vote.



Why do we need to evolve our governance?

The world around us is changing



**And the IET must evolve
alongside it**

Why do we need to evolve our governance?

Engineering and technology are playing an increasingly important role in addressing some of society's biggest challenges. Governments, industry and the public are looking to engineers and technologists to help solve complex issues and shape the future.

As an institution that supports and champions the engineering profession, we have a responsibility to ensure the IET remains fit for purpose and able to meet these expectations.

Governance at the IET

Governance is how the IET is directed, overseen and held accountable. It provides the structure through which Trustees, volunteers and staff work together to support members and deliver our charitable purpose.

We last undertook a full governance review in 2016, before many of the changes that have shaped the world, the engineering profession and the way the IET operates today. Since then, the organisation has evolved significantly, becoming more agile, responsive and digitally enabled. The Board believes our governance must evolve alongside it.

The Board is recommending a new governance model designed to:

- Simplify how we work
- Strengthen member voice
- Improve accountability and transparency
- Support more effective decision-making
- Deliver greater impact for members, volunteers and the profession

Why do we need change?

Our governance must evolve to better support the delivery of the IET's purpose

Strong governance is essential to ensure the organisation operates effectively, ethically and in line with our charitable purpose. This includes maintaining:

- Clear strategic direction and oversight
- Effective financial stewardship and risk management
- Transparent reporting and accountability

However, **over time our governance has become more complex, with multiple layers involved in oversight and decision-making.** This can make it unclear where accountability sits, slow down decision making, and create additional demands over time. The current structure also requires significant resource to support it.



The recommendations are designed to:

- Improve the efficiency of decision making
 - Support Trustees in fulfilling their legal duties and charitable responsibilities
 - Better align governance with the IET's operating model
 - Create a governance framework that supports agility and delivers maximum impact
 - Align with the latest Charity Governance Code
 - Make governance easier to understand
 - Improve accountability and transparency
 - Make better use of volunteer expertise and time
 - Strengthen member representation
 - Help the IET adapt as engineering and technology continue to evolve
- 

How the recommendations were developed

This is a Trustee-led review, shaped by our community.

In 2024, the Board of Trustees commissioned a comprehensive Governance Review to ensure the IET's governance framework remains **fit for purpose, aligned to our strategic ambitions, and able to support the organisation into the future.**

The review was prompted by the need to ensure our governance **continues to meet evolving best practice**, whilst **addressing increasing complexity within the current structure**, improving clarity of accountability, and supporting more effective decision making across the organisation.

To lead this work, the Board established the Governance Structure Review Working Party (**GSRWP**) with responsibility for reviewing the current governance model and developing recommendations for the future.

The review has involved current and former Trustees, Council members, volunteers, staff and external experts, ensuring that the proposals have been informed by both governance best practice and the experiences of those involved in the IET today.

Throughout the process, **feedback has helped shape and refine the recommendations now being presented to members.**

Member consultation undertaken during 2026 indicated strong support for the Board's recommendations and governance modernisation proposals.



“For me, it’s that ability to be agile, the ability to actually make decisions and respond quickly.”

- Trustee

“I think we need far fewer standing committees, but a culture that is far more open to talking at almost every stage about almost everything with our membership.”

- Senior staff member



Governance Structure Review Working Party (GSRWP)



Dawn Ohlson
*Chair / Immediate Past-
President 2026/27*



Anni Feng
Former Trustee



Danielle George
Past President



Mark Goudie
*Trustee & former
Council Chair*



Sam Hubbard
President 2026/27



Christopher Knibb
*Governance & External
Engagement Director*



Ian MacGillivray
*Trustee & former
Council Chair*



Sam Presley
Trustee



Stephen Pybus
Chair of Council



Alkis Spyrou
Former Council Chair

What is the Board recommending?

The Board is recommending a refreshed governance model and operational framework designed to create clearer accountability, strengthen member voice and support more effective decision-making.

At the heart of the proposed model are three key principles:

1. Clear accountability

Creating a simpler governing model with a clearer line of accountability to the Board of Trustees.

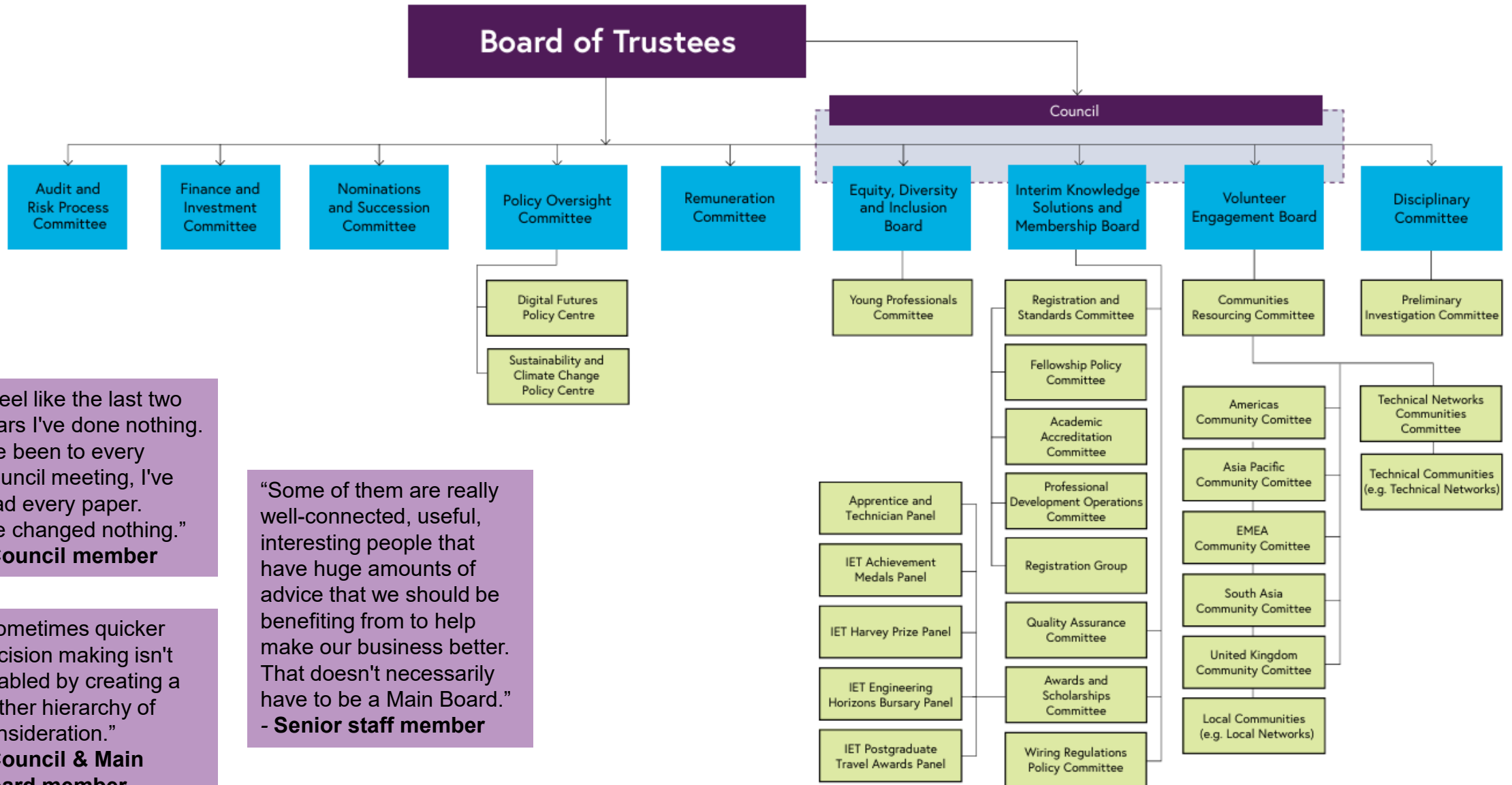
2. Stronger member engagement

Creating a clearer and more direct route for member views to inform decision-making.

3. Separation of governance and delivery

Ensuring governance focuses on strategic oversight, while staff and volunteers are empowered to deliver operational activity.

Current governance structure

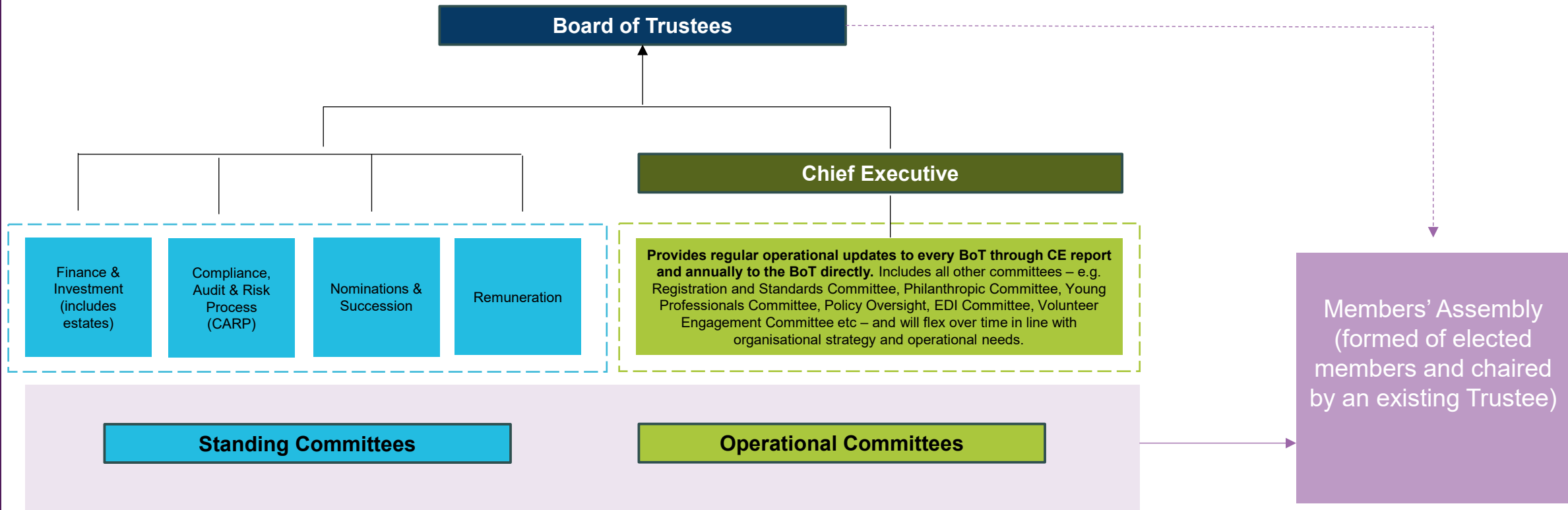


"I feel like the last two years I've done nothing. I've been to every Council meeting, I've read every paper. I've changed nothing."
- **Council member**

"Sometimes quicker decision making isn't enabled by creating a further hierarchy of consideration."
- **Council & Main Board member**

"Some of them are really well-connected, useful, interesting people that have huge amounts of advice that we should be benefiting from to help make our business better. That doesn't necessarily have to be a Main Board."
- **Senior staff member**

Recommended governance structure



Board of Trustees provides overall governance, strategic oversight and accountability.

Standing committees support the Board in key areas such as finance, audit and risk, remuneration and nominations.

Operational committees bring together volunteers and staff to deliver the IET's core activities.

Members' Assembly provides a structured route for member voice and representation within the governance framework.

Key changes in the recommended structure

Standing Committees (CONTINUING):

The following four Standing Committees are retained – in two cases now with slightly expanded remits (see underlined text). These have a clear core governance remit, supporting the Board to fulfil their accountabilities as Trustees:

- **Compliance, Audit & Risk Process:** Responsible for overseeing audit and risk processes and compliance matters
- **Finance & Investment:** Manages financial strategy, investments, and property-related issues
- **Nominations & Succession:** Focuses on leadership succession planning and nominations
- **Remuneration:** Handles compensation and remuneration policies

Key changes in the recommended structure

Operational Committees (ENHANCED):

All other Committees are designated 'Operational Committees', which are left to carry out their functions without a layer of oversight or decision-making between them and the Board of Trustees, discontinuing the current concept of Main Boards. It is envisaged that the number of Operational Committees and their roles can and should flex over time, with such adjustments being considered once per year – proposed by the Chief Executive, Executive team and subject to agreement by the Board.

Main Boards (RETIRED):

In the proposed new model, the concept of 'Main Boards' is retired. The existing EDI and Volunteer Engagement Boards will be redesignated as Operational Committees.

Council (RETIRED):

Council has three responsibilities in the current model: to tender advice to the Board of Trustees regarding the IET's affairs; to communicate representative views of members and to monitor the IET's governance and promote a culture of continuous improvement. The proposed new model recognises that all committees are involved with tendering advice to the Board and that promoting a culture of continuous improvement has never been the preserve of Council.



Key changes in the recommended structure

Members' Assembly (NEW):

The Members' Assembly brings together elected members representing the breadth and diversity of the IET community.

Assembly members will contribute across committees and governance activities, helping ensure member perspectives, experiences and priorities continue to inform governance discussions, operational activity and decision-making throughout the organisation.

By embedding elected member representatives across the governance framework, the Assembly helps strengthen the flow of member insight between members, committees and the Board.





Volunteering and governance pathways

Volunteering remains central to how we operate and deliver impact

As part of the recommended model, members will continue to have opportunities to contribute, influence decisions, develop governance experience and ultimately lead the IET.

The proposed approach provides:

- A clear route into governance through election to the Members' Assembly.
- Opportunities to contribute to committees aligned to skills and experience.
- A pathway for members interested in developing governance and leadership experience.
- Continued progression opportunities toward trustee roles.





We want to create a more accessible, inclusive and flexible approach to governance participation, while retaining the important role volunteers play within the IET.

Strengthening member voice

As Chair of Council, I've seen first-hand how important it is that members feel their voice is heard and represented within the IET.

That principle remains just as important in the Board's recommended governance model.

The Members' Assembly aims to strengthen how member perspectives are represented across the governance framework, ensuring elected member representatives are embedded across committees while maintaining a close relationship with the Board.

Importantly, this sits alongside the many ways members already influence and contribute to the IET through volunteering, communities, consultation, elections and engagement.

The goal is simple: ensure member voice remains at the heart of how the IET evolves in the future.



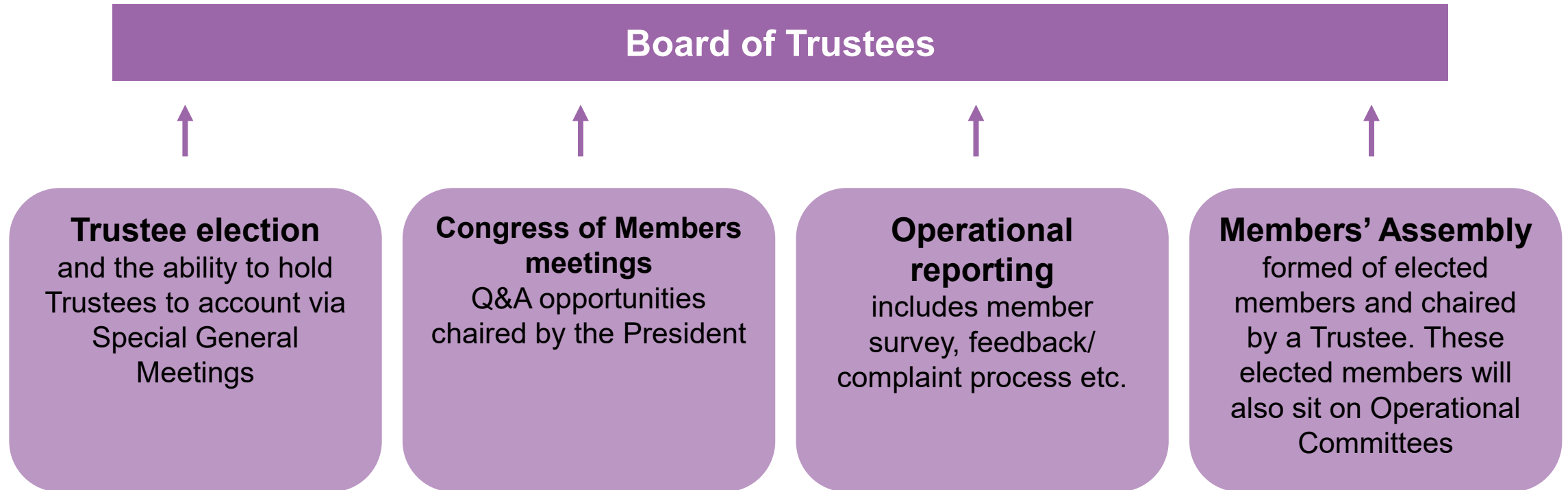
Stephen Pybus
Chair of Council

Stronger member representation for the future



- Member voice remains central to the future of the IET.
- The Members' Assembly will consist of elected members representing the wider membership.
- Assembly members will contribute across committees, helping ensure member insight informs governance discussions and decision-making.
- The Assembly helps strengthen the connection between members, committees and the Board.
- It sits alongside the many other ways members already influence and contribute to the IET.

How member voice continues to shape the IET



The Members' Assembly is one of several ways member views, experiences and insight continue to inform governance and decision-making.



Updating our Royal Charter and Bye-laws



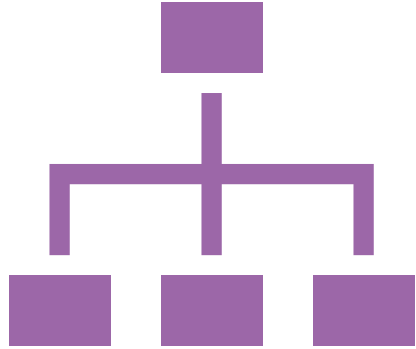
The recommendations require changes to the IET's governance documents

To implement the Board's recommended governance model, changes to the Royal Charter and Bye-laws are required and members will be asked to vote on these recommendations.

Whilst recommendations to change our governance model require structural changes within the Bye-laws, the Board of Trustees is taking the opportunity to make further changes to our Bye-laws linked to modernising our governing documents and governance processes at the same time.

As a leading professional engineering institution, we believe our governance should reflect modern best practice, support a global and increasingly digital organisation, and provide the flexibility needed to respond to future opportunities and challenges. Together, these changes will help ensure the IET remains effective, resilient and fit for the future – continuing to support members, the profession and society for generations to come.

The proposed changes fall into three broad areas:



Structural changes:

Supporting the new governance model by removing references to the Council and Main Boards. These changes simplify governance, clarify accountability and support more effective decision-making.



Modernisation:

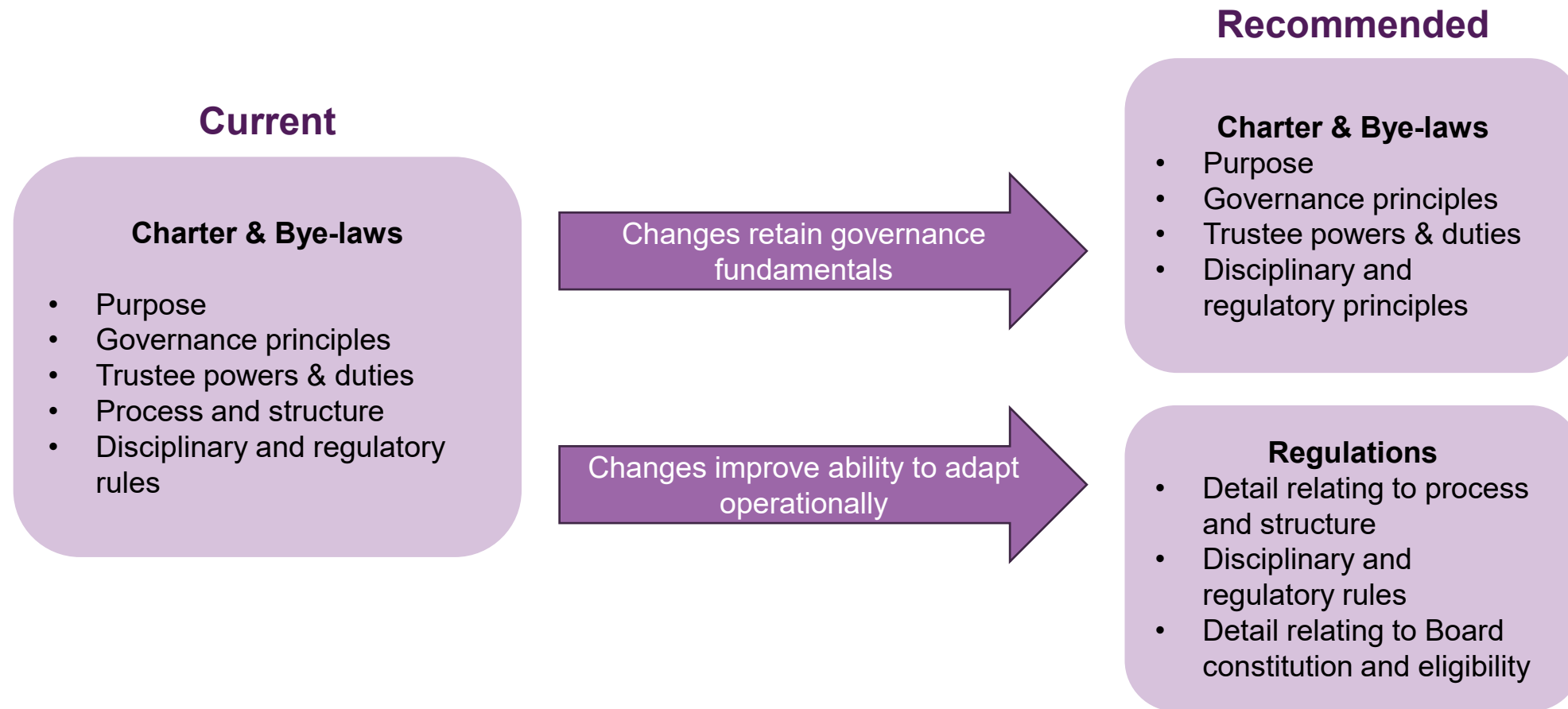
Updating our governance processes to reflect modern working practices and member engagement such as enabling electronic voting, supporting virtual and hybrid meetings, allowing digital execution of documents and improving accessibility and inclusivity.



Future flexibility:

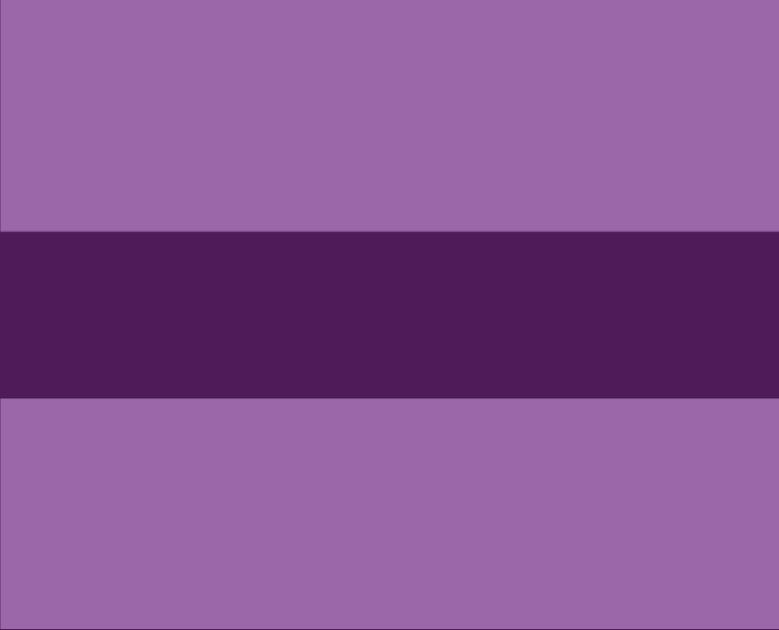
Creating a framework that can adapt more efficiently as the IET continues to evolve. This includes moving certain operational detail into Regulations, enabling routine changes and updates to be made more quickly and efficiently without amending the Bye-laws each time.

Improving operational integrity and agility



Moving appropriate operational and administrative provisions into Regulations will allow routine governance updates to be made more efficiently in future, while maintaining appropriate oversight, accountability and governance safeguards.

Read the full table of proposed Bye-law changes on the Governance Review online hub.



Recommendation summary and next steps



Why this matters for members

The Board believes the recommended governance model will help create an IET that is:

SIMPLER

A governance structure that is easier to understand, engage with and makes better use of the time, expertise and commitment of members and volunteers.

CLEARER

Creating stronger accountability, better-defined responsibilities and greater transparency about how decisions are made and who is responsible for them.

STRONGER

Strengthening the connection between members and decision-making through a new Members' Assembly, ensuring member perspectives, experiences and priorities continue to inform governance discussions and operational activity.

READY

A future-ready governance framework that modernises the way we work, supports more effective decision-making and enables us to continue serving members and the engineering profession in a rapidly changing world.



Evolving our governance. *Preserving our values.*

The principles that define the IET are not changing

The Board's recommendations are about evolving how we are governed, not changing who we are.

The IET will continue to be:

- A member-led institution, shaped by the expertise, insight and contribution of our members.
- An organisation where volunteers play a vital role in delivering value for members and supporting the profession.
- An institution where members continue to influence our future direction through representation, engagement and volunteering.
- An organisation where member voice remains central to decision-making, with both new and existing routes helping ensure member perspectives continue to be heard.
- An institution focused on serving members and advancing the engineering profession.

Many of the things members value most about the IET today will remain exactly the same.



Why your vote matters

Your IET. Your vote.

Following more than two years of review, research, engagement and consultation, the Board believes the recommended governance model provides the best framework for the future governance of the IET.

But as a member-led institution, the decision does not rest with the Board alone – members will soon be asked to vote on the Board's recommendations.

This vote is about more than governance structures. It is about:

- How the IET is governed in the future
- How members, volunteers and trustees work together
- How member voice is represented
- How the IET continues to evolve alongside engineering, technology and member expectations

Whether members support the recommendations or not, taking part in the vote is an important expression of member governance and helps shape the future direction of the Institution.



What happens next?

Voting opens from mid-October 2026

Members will soon receive voting information from **Civica**, the independent provider managing the voting process.

Before voting

Visit the Governance Review Hub to:

- Explore the Board's recommendations
- Learn more about the Members' Assembly
- Understand what is changing and what will stay the same
- Read the FAQs



*Scan the QR code to
access the Governance
Review Hub*

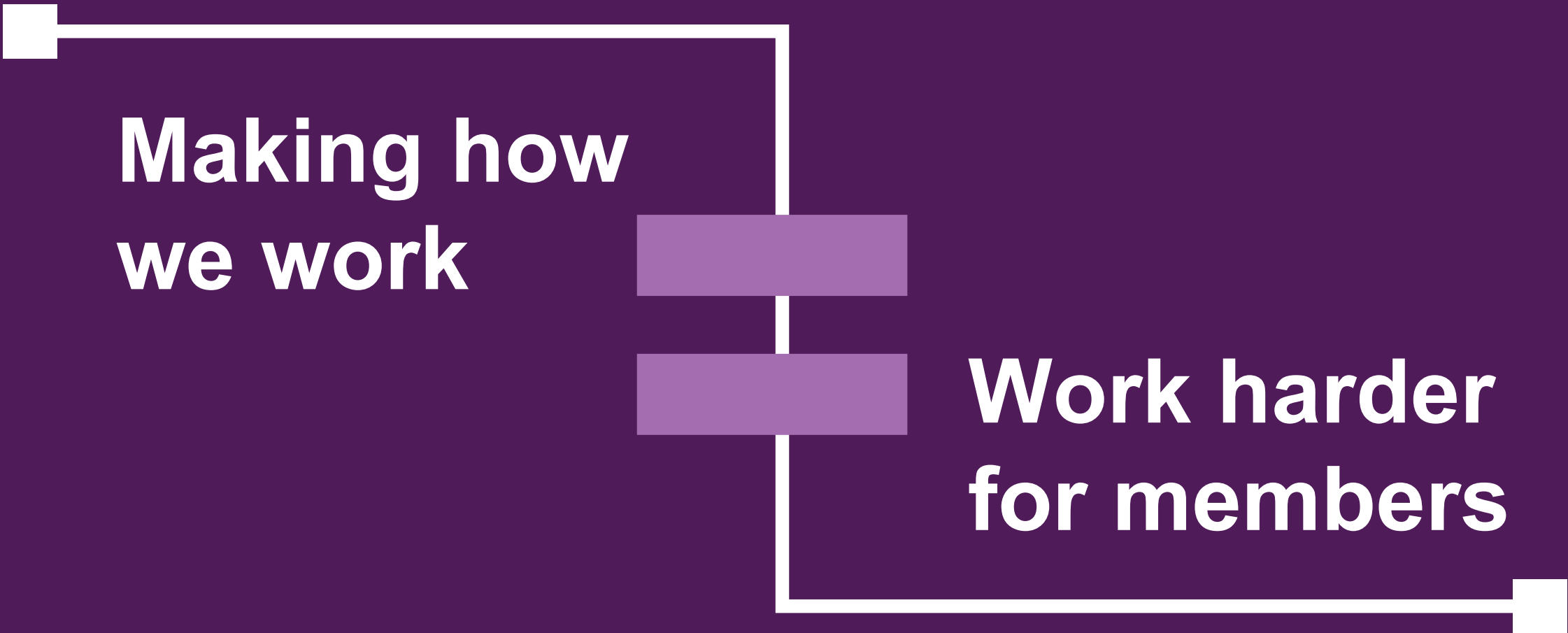
Key dates

Mid-October: Voting opens – look out for your postal or email packs from Civica

27 November: Special General Meeting (SGM)

December: Member vote outcome announced

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