

Evolving our governance

IET Governance Review:
Member information pack
July 2026



As President of the IET, I'm pleased to share the proposal that has emerged from our Governance Review - a programme led by the Board of Trustees to ensure the way we are governed continues to work for our members and remains fit for the future.

Over the past two years, Trustees have taken a careful and considered look at how our governance supports the organisation. That has involved working closely with Council members, volunteers, staff and external experts, as well as listening to feedback from across our wider community. That input has made a genuine difference, helping us to shape and refine the proposals we are now sharing.

The IET itself has continued to evolve - becoming more global, more digital, and increasingly focused on delivering impact - and it's important that our governance evolves alongside it. Many aspects of what we have today work well, and we want to keep and build on those strengths. However, at the same time, we've heard clearly where things could be simpler, clearer, and more effective, particularly when it comes to how decisions are made and how we use our collective time and effort.

The proposals you'll see here are intended to strike that balance: keeping what works, while making it easier for us to operate as a modern organisation and continue delivering for our members, our volunteers and the wider profession.

A key part of this is ensuring that there continues to be clear and meaningful routes for members to get involved in governance. Volunteering remains central to how the IET operates, and the proposed approach is designed to support a more accessible and flexible pathway for members to contribute, develop their experience, and play a role in shaping decisions.

We are now reaching an important stage in that process. We want to hear directly from you, as your views will help shape the final proposals before members are asked to vote later this year. This is a significant moment for the IET, and your input will play an important part in shaping how we move forward.

Dawn Ohlson CEng FIET, IET President

Why do we need to evolve our governance?

The world around us is changing – and the IET must evolve alongside it

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.

The IET last undertook a full governance review in 2016, before the Covid-19 pandemic. Since then, the organisation has evolved significantly, becoming more agile, responsive and digitally enabled. The Board of Trustees believes our governance must now evolve alongside it.

We are proposing a new governance model to:

- Simplify how we work
- Strengthen member voice
- Improve agility and responsiveness
- Deliver greater impact for members, the profession and society

"There's a lot more that I and maybe other Council members can offer. But if that expertise is not being utilised or leveraged, then I think the Institution is not making the most of that body. And it makes me wonder, is that body really needed if it's not being used that much?"

- Council & Main Board member

Why do we need to 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
- Strong ethical standards and regulatory compliance
- Consideration of stakeholder interests
- Regular review and continuous improvement

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 key objectives of the review are to:

- Enable volunteers to use their time more effectively
- 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
- Alignment with the latest Charity Governance Code

How the proposals 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 been actively sought from governance volunteers and the wider volunteer community.** That feedback has helped shape and refine the proposals now being presented to members.

"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
President / Chair



Anni Feng
Former Trustee



Danielle George
Past President



Mark Goudie
Trustee & former
Council Chair



Sam Hubbard
Deputy President



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 are we proposing?

We are proposing a refreshed governance model and operational framework that has been 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:



Clear accountability

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



Stronger member engagement

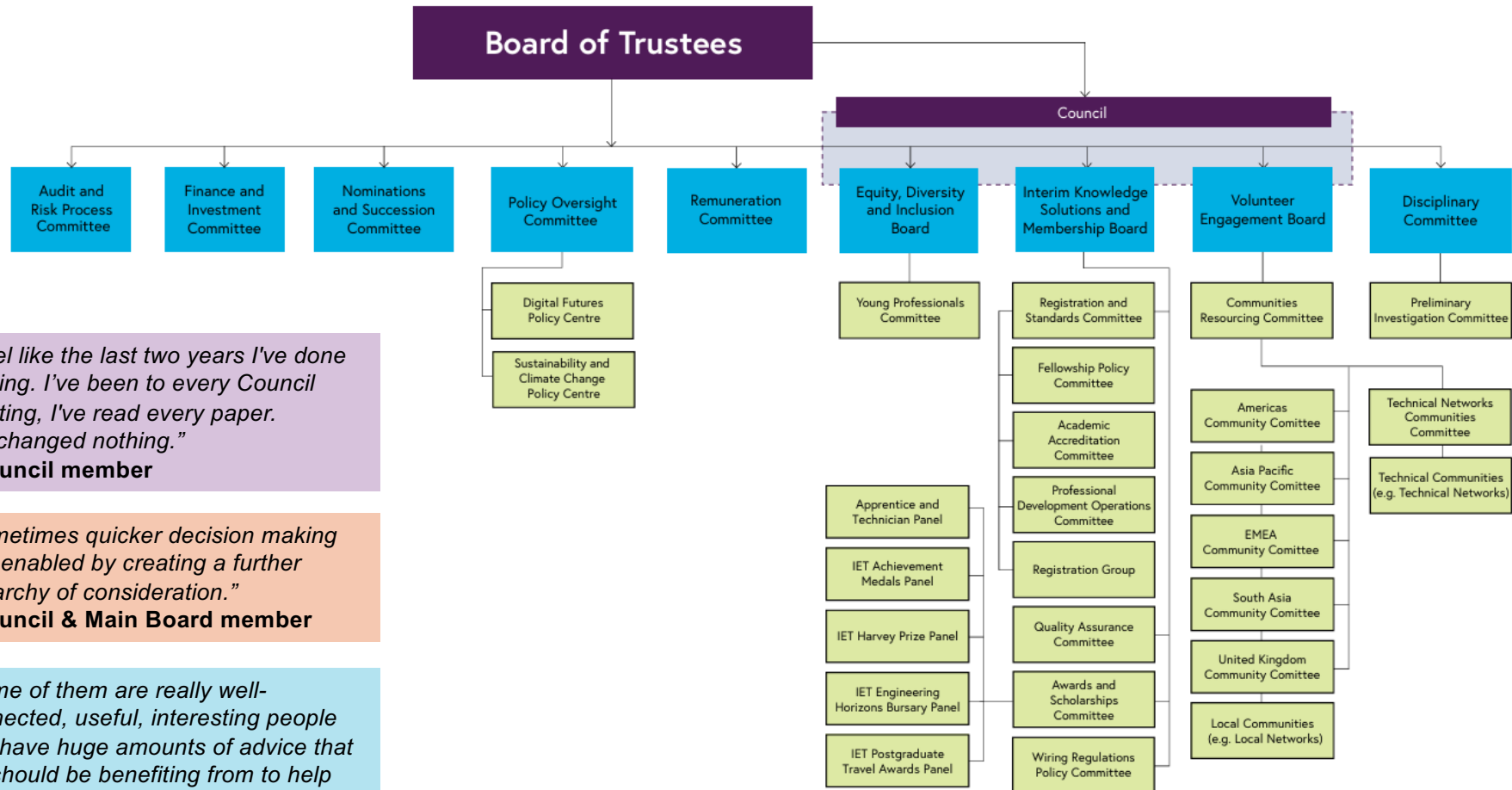
Creating a clearer and more direct route for member views to inform decision-making.



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**

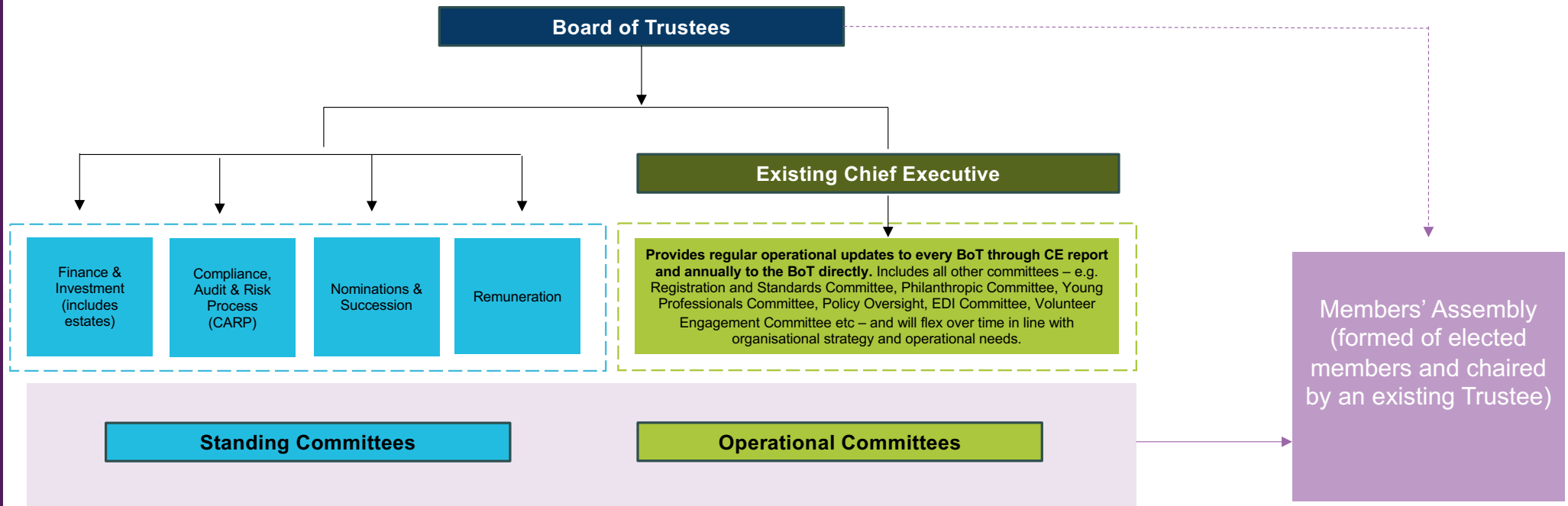
"Sometimes quicker decision making isn't enabled by creating a further hierarchy of consideration."

- **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**

Proposed 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 proposed 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 (legal) remit; supporting the Board to fulfil their accountabilities as Trustees:

- **Compliance, Audit & Risk Process (CARP)**: Responsible for overseeing audit 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

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.

Members' Assembly (NEW):

The Members' Assembly focuses the role of elected members on communicating the 'member voice', from across the operational committee landscape. Chaired by a Trustee, it will have a more direct and meaningful relationship with the Board than the current Council.

Volunteering and governance pathways

Volunteering remains central to how we operate and deliver impact

As part of the proposed 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 towards 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. Council has played a key role in that, and that principle remains just as important as we look to the future.

What these proposals do is build on that legacy while creating a clearer and more direct route for member insight to influence decision-making through the introduction of the Members' Assembly. In a more complex and fast-moving organisation, it's essential that our governance remains effective, with clarity around how decisions are made and how members can contribute.

For me, this is about evolving how we work - simplifying our structure, strengthening accountability, and ensuring that member voice not only continues to be heard, but is even more directly connected to decision-making at the highest level.

I believe this is a positive step forward for the IET, one that respects where we've come from while ensuring we are better equipped to serve our members in the future.



Stephen Pybus, Chair of Council

Strengthening member voice

Stronger member representation for the future

One of the most important goals is ensuring member voice remains at the heart of how we operate.

The proposed Members' Assembly is designed to create a clearer and more direct route for member insight to inform decision making, while retaining member representation within the governance framework.

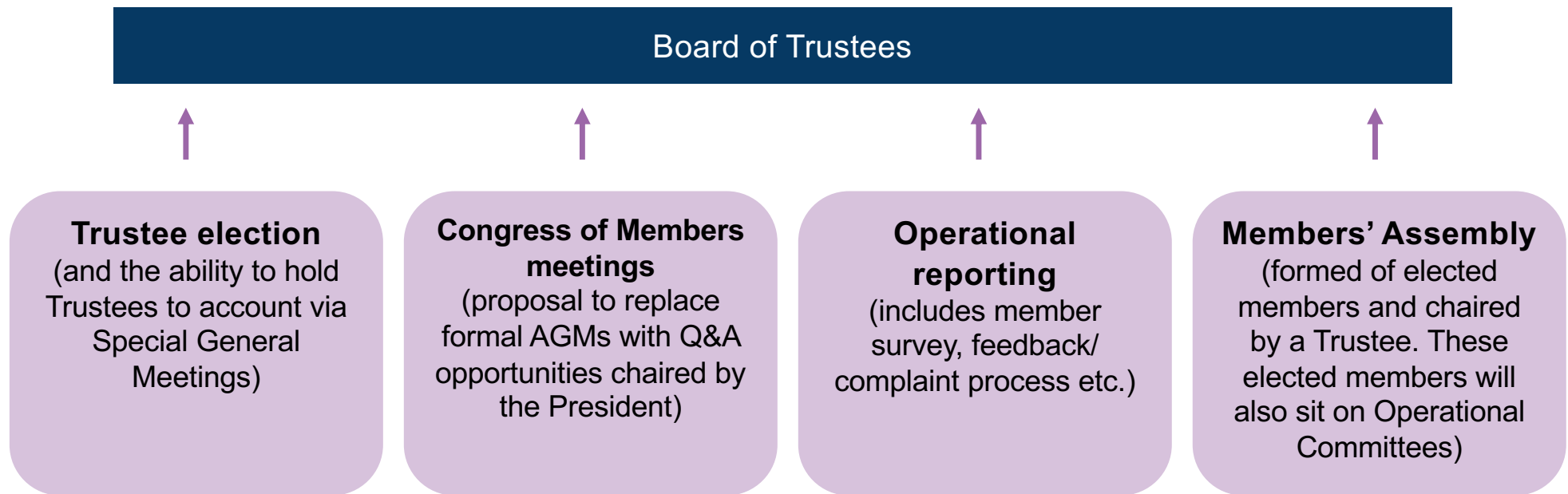
As part of this change, the representative role currently performed by Council would transition to the new Members' Assembly, creating a stronger connection between members and the Board of Trustees and ensuring member perspectives continue to influence the future direction of the organisation.

The Members' Assembly will:

- Consist of elected members representing the wider membership
- Provide representative views and insights directly to the Board
- Connect members more closely with governance and decision making
- Create a clearer route into wider governance and leadership opportunities.



How do we ensure we hear the voice of members?



Note: this is not an exhaustive list of how the members' voice will be heard by the Board of Trustees.

Updating our Royal Charter and Bye-laws

The proposals require changes to the IET's governance documents

To implement the proposed governance model, changes to the IET's Royal Charter and Bye-laws are required which must be voted in by eligible members at a Special General Meeting (SGM) to take place later this year.

Whilst proposals to change our governance model require structural changes within the Bye-laws, the Board of Trustees is taking the opportunity to make further suggested 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 future changes to be made more quickly and efficiently without amending the Bye-laws each time.

Improving operational integrity and agility

Current

Charter & Bye-laws

- Purpose
- Governance principles
- Trustee powers & duties
- Process & structure
- Disciplinary and regulatory rules

Changes retain governance fundamentals

Proposed

Charter & Bye-laws

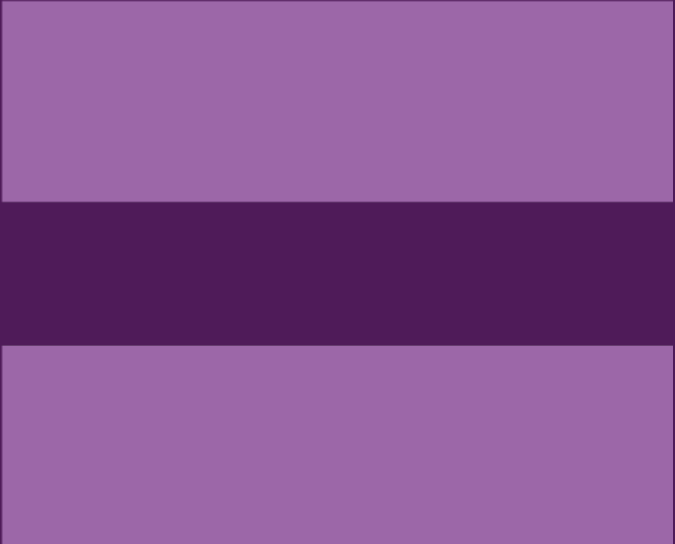
- Purpose
- Governance principles
- Trustee powers & duties
- Disciplinary and regulatory principles

Changes improve ability to adapt operationally

Regulations

- Process & structure
- Disciplinary and regulatory rules
- Detail relating to Board constitution and eligibility

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



Key change summary and next steps



What happens next?

Your role in shaping the future of the IET

Over July and August 2026, we invite members to review the proposals and share feedback. This will help inform the final proposals, before members are asked to vote on changes at a Special General Meeting (SGM) later this year.

Have your say:

- Email your views to: governance@theiet.org
- Participate in our feedback survey: <https://response.questback.com/theiet/ce35wl6gvk> (open from 8am BST Tuesday, 7 July until 8am BST Monday, 17 August 2027)
- Join our member drop-sessions: Visit the Governance Review webpage for more details of how to register

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