

3 June 2026

PAPER CLASSIFICATION: PRIVATE AND CONFIDENTIAL

**Minutes of the Meeting of the
Board of Trustees
held on Wednesday, 3 June 2026 at 02:00pm
held virtually**

Present: Dawn Ohlson (Chair)
Yewande Akinola
Katy Deacon
Warren East
Mark Goudie
Simon Harrison
Simon Hart
Graham Herries
Justina Ho
Sam Hubbard
Ian MacGillivray (from item 6)
Trudy Norris-Grey
Andy Rogers
Mamta Singhal

In attendance: Toni Allen (Chief Engagement and Growth Officer)
Morna Dason-Barber (People Director)
Sara Killingworth (Portfolio and Product Management Director)
Christopher Knibb (Governance and External Engagement Director)
Fiona Dew (Governance Manager – Engagement)
Sandra Godman (Governance Manager – Compliance)
Zaheed Hussein (Group General Counsel)

1. Welcome and Apologies for Absence

The Chair welcomed members to the meeting noting that this is an extraordinary meeting scheduled to give focused time to issues of governance. Apologies for absence were received from Paul Needham and Sam Presley.

2. Conflicts of Interest

No conflicts of interest were declared that were relevant to the meeting.

3. Introduction

- 3.1. The Chair opened discussion by reminding the Board that it has considered much of the content previously, particularly the structure proposals. These had been approved in principle in December, had been through volunteer consultation, and were now presented with minor amendments following Working Party consideration of the feedback. Paper T(26)41 also includes recommendations on amendments to the Charter and Bye-laws that will be needed to implement these changes.

- 3.2. Additionally, this meeting is to cover additional amendments to the Bye-laws that it might be prudent and opportune to make whilst these documents are being amended. (Paper T(26)42 refers.)
- 3.3. There were no points of clarification, and the Board noted the summary and background provided in paper T(26)40.

4. Governance Structure Proposals

- 4.1. The Chair introduced paper T(26)41, setting out the revised proposals.

Minutes 4.2 to 4.3 are confidential

- 4.4. In discussion the Board noted:
- (a) That previous concerns regarding some elements had been addressed and the proposals were much clearer.
 - (b) That democracy had been retained, which was welcomed.
 - (c) That the voice of members can clearly be seen as present in governance.
- 4.5. The Board explored the need to thoughtfully plan and design member communications, noting that the volunteer consultation had surfaced some wider issues that need to be acknowledged. Preparing these communications will pare back the volume of materials the Board has been reviewing and articulate the proposals in a clearer format. Planning for this should identify the key stakeholders who will support communication to the wider membership.
- 4.6. The Board thanked the Working Party and staff for the substantial effort involved in delivering the proposals.
- 4.7. The Board approved the proposals.
- 4.8. The Board noted the need to make amendments to the Charter and Bye-laws to implement the proposed governance changes, as set out in Appendices D and E of the paper.
- 4.9. The Board was assured that the recommendations had been drafted with support of the IET's external legal partners, who are familiar with Institutional best practice and including an individual very familiar with the latest Charity Governance Code.
- 4.10. The Board approved the recommended amendments required in support of the proposed governance structure changes.

5. Charter & Bye-law Amendments – Confidential Minute

6. Feedback on the Meeting

The Board felt that there had been very useful discussion.

7. Any Other Business

No additional matters were raised.

8. Date of Next Meeting

The next scheduled meeting will be Thursday, 25 June 2026, in Austin Court, Birmingham.