

Transcript

● **Christopher Knibb** started transcription

 **GOUDIE, MARK** 0:22

Hello and thank you for joining this IET governance review session. My name is Mark Goudie, I'm one of the IET Trustees and a representative of the Working Party that has been involved in reviewing the IET's governance over the last two years.

Why are we having a governance review now? It's been quite a while since the last time that the IET reviewed its governance in full. The last time was in 2016 and that was before COVID-19. That's an important societal milestone, key event to signpost because of the nature of how things have changed after COVID-19, we're much more digital. The way of working has completely changed and our way of engagement has changed. There's been a lot of changes since then, notwithstanding the IET's operating model that has been updated and some people will have experienced the staff changes since then. But at the very beginning of this process, we set four key objectives for the changes to the governance structure to enable volunteers to use the time more effectively, to improve the efficiency and speed of decision making, to support the Trustees to fulfil their duties and meet charitable objects and to better support the updated IET operating model, enabling both agility and delivering maximum impact.

We are on a journey, including the last two years, but also going forward. And in December, the Board of Trustees approved the governance proposal that as is today to be tested with a wider stakeholder group, which is the part that we're on just now, which is this orange part of the timeline, where we've been engaging with council boards and committees across the IET, we will also have a member consultation that will take place slightly later in the year and the purple component is the more statutory undertakings that we need to make any changes to bylaws or other regulations which includes engagement with the Privy Council, the bits that we have the least control over because ultimately it goes on the King's docket. So that's the journey that we're on and the timeline that we are following.

The Governance Structure Review Working Party, I'll refer to as the Working Party from this point on, was commissioned by the Board of Trustees in 2024 to ensure that the IET's governance framework remains legally robust, strategically aligned and

fit for purpose. To deliver this, the Working Party was convened with full details and the appendix as part of this presentation.

You might recognise some of the faces from the Governance Working Party. We've got a range of different Trustees and IET members, and everyone on the group has served on a plethora of other committees over the course of their volunteering career to date. The key thing to highlight here is the breadth of the Working Party, but also the diversity of the experience that the Working Party has.

One milestone that the group had to take into consideration was the new charities governance code that was released in November 2025. We've been working quite closely with an organisation called Mills and Reeve, who has worked with over 100 membership organisations, including those with the Royal Charter like the IET, to review and help them evolve their governance models. 3 areas to kind of signpost from the 2025 update was greater focus on behaviour and culture, simpler structures and clearer expectations for Trustees.

As part of this process, we undertook research. This included detailed interviews, both individually and as groups, between November 2024 and February 2025. Thirty-four volunteers were interviewed, including Trustees, members of council, main boards and a range of other committee members to surface views and opinions on two core research objectives, one on governance structure and processes, including clarity on what modern governance requires, and research objective 2, which focused on people, which was very much understanding skills and the effectiveness of individuals and individual boards.

What we're stepping through now is some of the findings from that research. It's important that the quotes that we're using here are from individuals that have been surveyed. So it's important that the range of views is represented and some of the key findings in the summary is that, you know, governance as a framework is broadly understood by those that were surveyed - roles and interactions between different functions within the IET can be purely understood and inconsistently interpreted, and there can be differentials between governance and members engagement that can cause confusion. Different perceptions by different audience groups, which kind of reflects the diversity of views.

Some key findings - there was: identified some structural issues, duplications, delays, sometimes roles and responsibilities are unclear. And again, a range of different opinions on council members and their experiences.

Important one to draw here is the, you know, as ever, the reliance that the IET has on its volunteers to make sure that they are properly developed, but also acknowledging the expertise, passion and commitment that the volunteers bring to any of the groups that they support and work on.

There is scope to improve representation across different groups, and there is acknowledgment that some of the processes can be slow and unclear. Paper quality can be inconsistent, reporting burden can be high, and meetings can often feel repetitive or passive.

Taking the charity code update in November 2025, alongside the research and kind of best practice from Mills and Reeve, we arrived at a set of design principles.

And it's important that these design principles weren't just used in the creation stage, they were also used as a checkpoint over the course of the different considerations that the Working Party made.

So this includes everything from being a purpose driven organisation, all the way through to the democratic integrity, inclusivity and representation, talent development and retention.

We checked against this at various different points to ensure that the proposal that we developed, satisfied these design principles.

Some of you may recognise this. This is the current IET governance structure as is today, and you may recognise either the committee board or group that you serve within this structure. And there's a number of statutory committees, those which are good practice, required to support the function of any charity or professional organisation.

Plus those that we have to support the other activities that the IET undertakes, including our volunteer engagement all the way through to the knowledge services and professional services that we provide.

Looking at the proposed new governance structure, there's a number of areas just to signpost here. One is acknowledging that members hold the ultimate constitutional authority within the governance structure. The Board of Trustees are ultimately accountable for the IET's governance, financial integrity and strategic direction as per the Charities Act of 2011.

Acknowledging that in this new governance structure, the Board of Trustees serves as the only IET board and standing committees, which are those that promote accountability within any good governance structure.

Operational committees - that are best described as those that do the doing. They turn the handle on a lot of the IET's outputs and activities and bringing that a lot closer to the top of the Institution and a new panel which is called the Members Advisory Panel or MAP for short, which is a two way conduit not only for The Board of Trustees to hear members voices, to direct Board of Trustees' views back, and is composed of representation from across the operational committees.

What does that look like from an organogram perspective? We have in the light blue, the standing committees, those are going to support good governance within any board structure and this block of green, which we will expand in a couple of slides that looks at the operating committees, and those today, and how they would set within that proposed structure. We've also got our stakeholder insight groups. The IET serves a number of different stakeholder groups as well as its members and it's important to surface their views and opinions. So those that we have at the moment are the industry advisory panel and the academia advisory panel.

Sitting alongside that, we've got the map or the members and that provides that member's voice and the alternate route for communication for the operational committees to surface collective views to the Board of Trustees and vice versa.

Some key changes in this new structure. So standing committees are continuing, again part of that good governance and good practice. Operational committees are being enhanced, they are being brought a lot closer to the top of the decision making process of the IET. They will report through the staff structure directly into the Board of Trustees.

That delayering will support the efficiency and decision making within the organisation, the main boards and council are being retired in this model, but it's important to note the distinction here that the functions that these groups undertook, we've made sure as part of this governance review process that their functions aren't lost and they are captured somewhere within the governance structure. So even though the entity that convenes and sits is being retired, the function has been retained.

Looking at the MAP again, touched on a couple of times, looking at this route for the

members voice to get to the Board of Trustees to bring together the different operational committees and to also feed areas back, the proposals here looking at the composition, the nominations process and the role for the Nomination and Successions Committee alongside board approval for those that sit on the MAP. The role for the map Chair to be a Trustee that sits on the Board of Trustees while we are proposing this kind of functional structure at the very highest level and to support the governance of the institution, the detail on this in terms of final composition, etcetera is still to kind of be worked through in full detail.

Looking at the operational committees and how they would sit within the structure if that was to be commissioned from today, this is what it would look like with some boards functioning as committees and some existing operational committees flowing through into that structure. Now important thing to signpost here is that the composition of the operational committees and what the final structure size and remit of that looks like is not within the scope of this particular Working Party and governance review, but that is being treated as part of a separate process which will be undertaken during 2026/27. So the IET will be in touch in due course with those involved in those committees and their respective Chairs where there are changes that will be implemented within their area for discussion and feedback.

So at this point we would normally break for feedback* and to gather any views, but that was a quick procession through the governance proposals that the Board of Trustees approved in December and we're now taking through this stakeholder journey to engage with wider boards, committees and council to gather feedback. Couple of things to signpost at this point. During today** you'll have your opportunity to provide feedback directly to us and we will capture that and utilise that as part of this process. There's also going to be an individual survey that will be sent out for those to provide their individual feedback and there is also the option of using the governance mailbox, so that's governance@theiet.org that you will be able to use to provide your feedback.

● Christopher Knibb stopped transcription

*We are sharing an email with all volunteers with your survey link for input. If you're a Governance Volunteer, this will come to you from Chris Knibb via Outlook. If you volunteer more widely, you will receive the link from our main IET mailbox. Alternatively, please feel free to reach out to your usual IET contact, or send us an email via governance@theiet.org.

** [From] today you can share input via the survey link in your email until Wednesday, 15 April 2026, or send us an email via governance@theiet.org.