IET Governance Review

Briefing pack

March/April 2026

Why a Governance review?

The IET last undertook a full review of its governance before the Covid-19 pandemic in 2016, producing recommendations including the creation of the Volunteer Engagement Board, a reduction in the number of members sitting on Council and introducing the role of Immediate Past President.

Since then, major changes to the IET's operating model have been introduced to meet evolving external demands and to align the organisation around responsiveness, agility and operational efficiency. These expectations apply equally to our volunteer governance structures and are essential to ensuring the Board of Trustees has effective oversight and can hold staff to account.

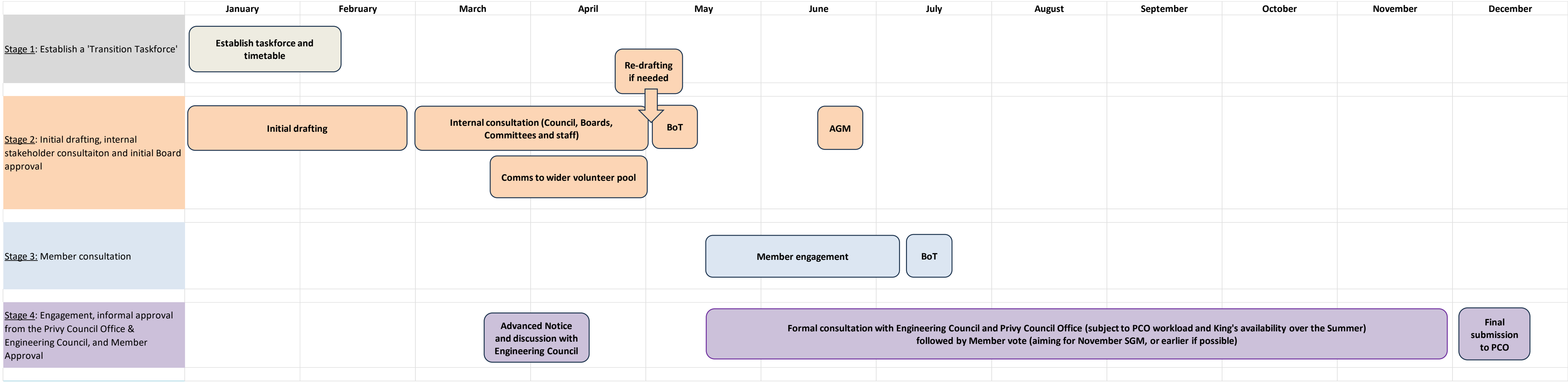
A strong, agile and streamlined governance framework is vital for any charity such as the IET to operate effectively, ethically and deliver its mission. Key elements of a strong governance structure include:

- A clear mission and strategic direction
- A skilled, diverse and independent board
- Transparent reporting and accountability
- Effective risk identification and mitigation
- Consideration of all stakeholder interests
- Strong ethical standards
- Regular performance reviews and methodology
- Compliance with legal requirements

For the IET, the key objectives when considering changes to the governance structure are:

- To enable volunteers to use their time effectively
- To improve the efficiency and speed of decision-making
- To support Trustees to fulfil their duties and meet charitable objects
- To better support the updated operating model; enabling agility and delivering maximum impact

2026 review timeline (indicative)



Governance Structure Review Working Party

In 2024, the Board of Trustees (**BoT**) commissioned a comprehensive Governance Review to ensure the IET's governance framework remains **legally robust**, **strategically aligned**, and **fit for purpose**.

The review was driven by the need to **safeguard long-term sustainability**, **maintain compliance with statutory and regulatory obligations**, and **strengthen stakeholder engagement to inform governance,** in a manner consistent with best practice governance standards.

To deliver this, the BoT established the Governance Structure Review Working Party (**GSRWP**) with a mandate to define scope and develop recommendations.

More information regarding the scope, duties and constitution of the Working Party can be found in the appendix.

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

Taking account of the new Charities Governance Code (Nov '25)

Throughout the project, the GSRWP were supported by external specialists Mills and Reeve who have worked with over 100 membership bodies (including those with Royal Charters like the IET) to review and evolve their governance models. They also supported with alignment to the latest best practice – including the new Charities Governance Code.

Greater focus on behaviour and culture

Simpler structure

Clearer expectations for trustees

Research methodology

Building on insight gained from previous reviews, the working party commissioned a programme of research to understand key stakeholders' views on governance issues in-depth – primarily:

Research objective 1 - governance structure and processes:

- Clarity on what modern governance requires, including where the Board of Trustees needs assurance rather than input.
- Clarify delegations and decision-making authority—what decisions sit with the Board and where delegated authority should apply.
- Set expectations for:
  - Reporting and controls
  - The annual process and cycle for strategy, budget approval, risk management, etc.
  - How technology will be used to support effective governance

Research objective 2 – people:

- Understand the skills that are essential for the Board of Trustees (and other committees) to have amongst their members (aside from where it brings in external expertise)
- Clarity on the importance of member election as a route to appointment
- Views on the use of effectiveness reviews (individual and Board)
- Views on induction and training for Trustees and other volunteers

In-depth interviews and focus groups took place between November 2024 and February 2025. 34 volunteers were interviewed including Trustees, 19 members of Council / Main Boards and a range of other committee members. Focus groups were also held with all of the IET Executive team and a range of senior staff members. Full details on the participant breakdown can be found in the appendix.

Research findings – Executive summary

1. Overall understanding of IET governance today:

Governance is broadly understood as the **framework for decision-making, authority and accountability**.

Roles and interactions between BoT, Council and Main Boards are **poorly understood and inconsistently interpreted**.

Staff differentiate governance from member engagement; **some Council/Main Board members do not**, causing confusion.

"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

2. Perceptions by audience group:

Trustees:
View current model as **workable today but not fit for an ambitious future**.

Council / Main Boards:
More positive but still experience **unclear remit, low impact and weak feedback loops**.

Staff:
Generally negative – current governance is seen as **slow, bureaucratic, unclear and outdated**.

"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

Research findings – Executive summary

3. Key structural issues:

Too many layers → **duplication and delay.** Specialist expertise buried too far down the layers.

Roles and responsibilities are **unclear**, creating overlap and inefficiency.

Governance is now **misaligned with the new organisational structure**.

"For me, it's that ability to be agile, the ability to actually make decisions and respond quickly."
Trustee

4. Council-specific findings:

Some volunteers feel **council is disconnected from the BoT** and is mostly an unproductive 'talking shop' with a lack of impact.

Opinions on Council's future are mixed — **some favour removal, others reform**.

Staff consider Council **unclear, unrepresentative and sometimes adding limited value**.

"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

Research findings – Executive summary

5. Volunteers, Skills & People:

Volunteers are motivated by **professional development**, career benefit and contribution to the profession.

The **expertise, passion and commitment of volunteers** are widely recognised and valued.

There is scope for **improving representation** especially from younger and international members.

“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

6. Processes (Decision-making, Reporting, Meetings):

Decision-making is **slow and unclear**, with limited delegation and over-reliance on meeting cycles.

Reporting burden is high, and **paper quality inconsistent**, causing delays.

Meetings are often **repetitive or passive**, with scope for more productive formats.

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

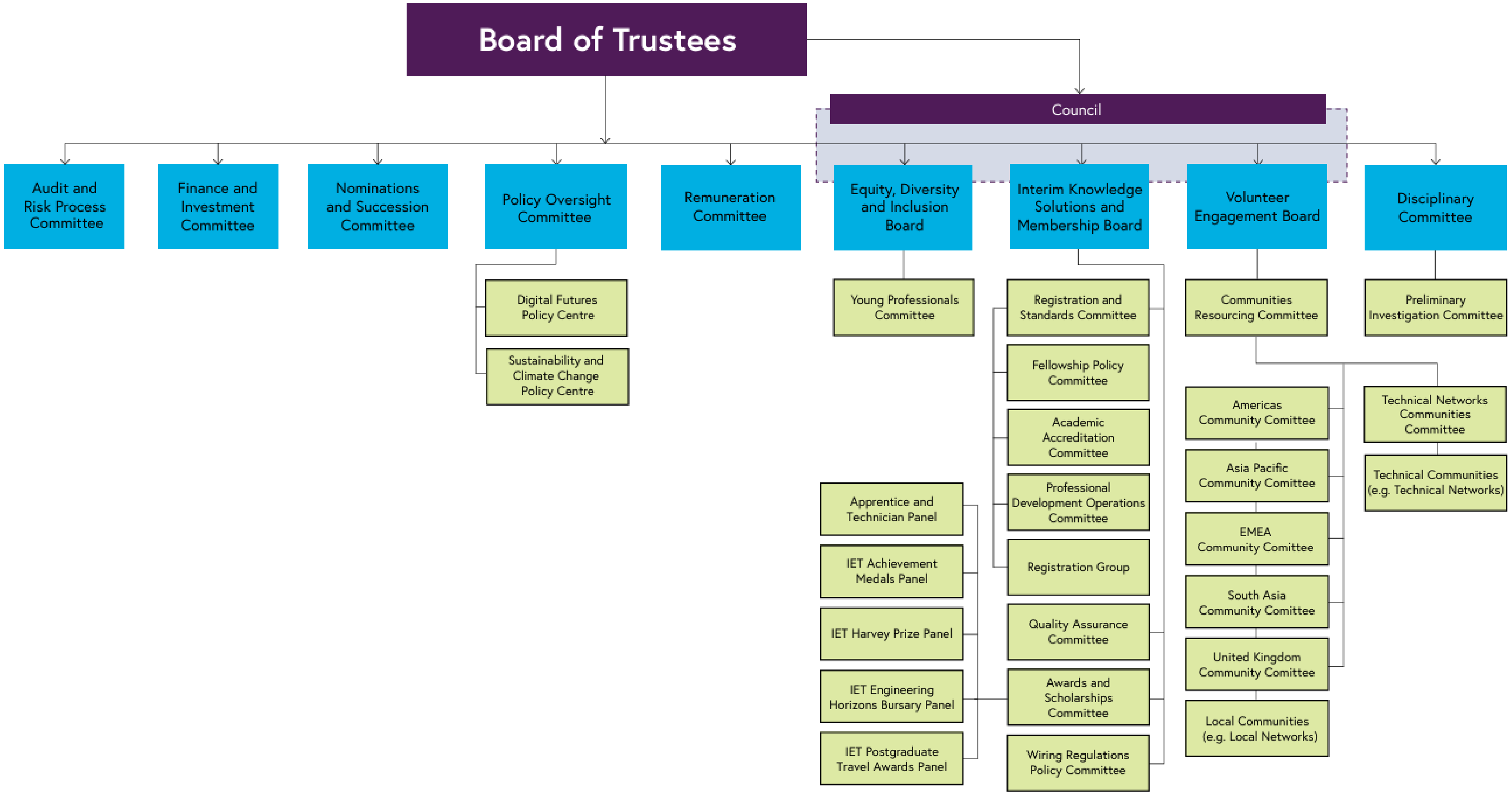
Design principles

Following the bottom-up review, and using the insight gathered by research and stakeholder consultation, the GSRWP have developed a proposed new governance structure for review. The new approach has been devised using the following design principles:

	Principle	Description
1	Purpose-driven governance	The governance framework must clearly support the delivery of IET's objects.
2	Inclusivity and representation	Governance must reflect the IET's ambition to be inclusive, ensuring representation across disciplines, regions, career stages, and underrepresented groups. Processes must be barrier-free, enabling equitable access to participation and leadership.
3	Agility, resilience and sustainability	The governance framework must be capable of adapting and flexing to future changes (being agile in the face of change), emerging challenges and opportunities in engineering and technology, enabling timely and well-informed decision-making and fostering long-term resilience.
4	Transparency, accountability and clarity	Roles across volunteers and trustees must be clearly defined to avoid duplication. Delegation pathways must be clear and all parties (in particular trustees) equipped to meet legal and regulatory obligations.
5	Evidence-based, informed decision making	Governance must be informed by robust data, evidence and insights, with its structures having access to relevant stakeholder opinion.
6	Efficiency and value for money	Governance must be cost-effective, avoiding unnecessary complexity while maintaining robust oversight and strategic alignment.
7	Talent development and retention	A clear and sustainable framework should be in place to identify and attract, develop, and retain the skills and capabilities required to deliver the IET's governance.
8	Democratic integrity	The governance framework must preserve and promote democratic processes, ensuring that all members have a voice and that participation is open, fair, and accessible.

The proposed new structure was approved as appropriate for consultation by the Board of Trustees in December 2025 and views are now sought from the wider stakeholder community.

Current governance structure

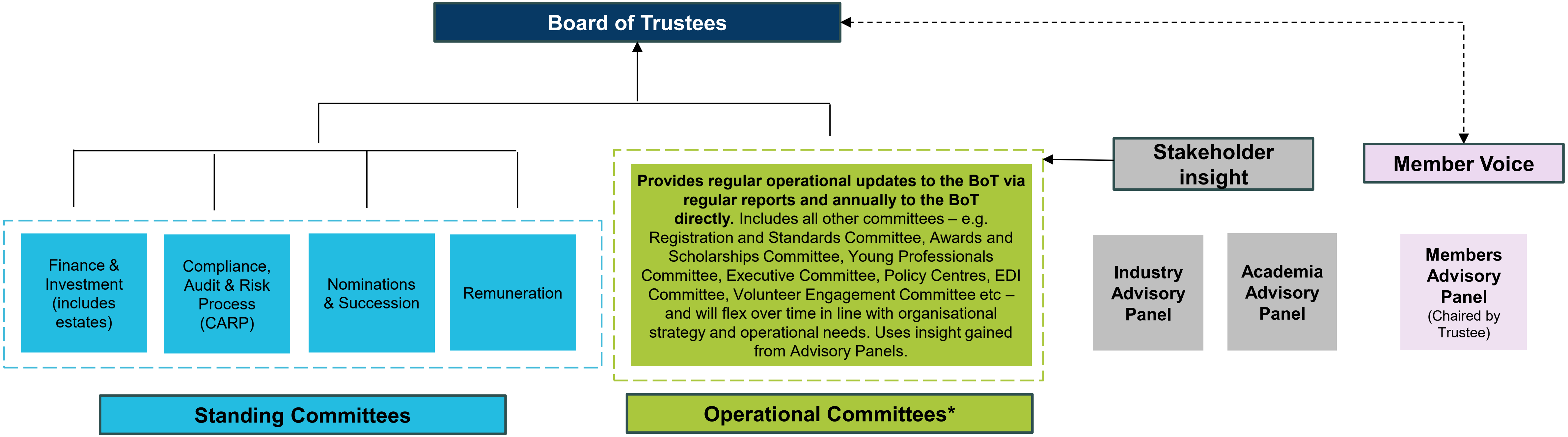


Proposed new governance structure overview

The new governance model is comprised of 5 key elements, each with clear scope of accountability and reporting lines.

Members	IET Members hold the **ultimate constitutional authority within the governance structure**.
Board of Trustees	The Board of are ultimately **accountable for the IET's governance, financial integrity, and strategic direction** as per the s177 Charities Act 2011. They cannot delegate ultimate responsibility - even if tasks are delegated operationally. The BoT serves as the IET's only Board.
Standing Committees	Four Standing Committees exist within the proposed new structure with **accountability for core governance functions** and reporting directly into the Board of Trustees. In some cases, the scope of these has been slightly expanded vs. the existing model (see next slide for detail).
Operational Committees	At the heart of the proposed new model are our **Operational Committees** which feed into the Board of Trustees via. the Executive Team / Chief Executive and Secretary who has **responsibility for operational matters**. It is envisaged that the number of Operational Committees and their roles can and should flex over time, with such adjustments being subject to agreement by the Board.
Members Advisory Panel	This new panel is comprised of 1-2 members selected from each of the Operational Committees and offers a **mechanism for the Board to hear members' voices**. It will act as a **2-way conduit between members, the Board of Trustees, and the Operational Committees**. One panel member will be selected as Chair through a democratic nominations process and will be appointed as a Trustee, sitting on the Board of Trustees accordingly.

Proposed new governance structure overview



Core governance functions (shown in blue), **operational matters** (shown in green) and **member voice** (shown in purple).

**'Operational Committees' – such as those shown in green in the 'current governance' slide will be co-chaired by a Board appointed volunteer and a senior staff member . It is envisaged that the number of Operational Committees and their roles can and should flex over time*

***The BoT and Executive will have the right to decide which Advisory Panels to establish. Advisory Panels do not have decision-making powers. See Appendix for further information on Advisory Panels and engagement methods.*

Key changes in the new 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 of the Institution:

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

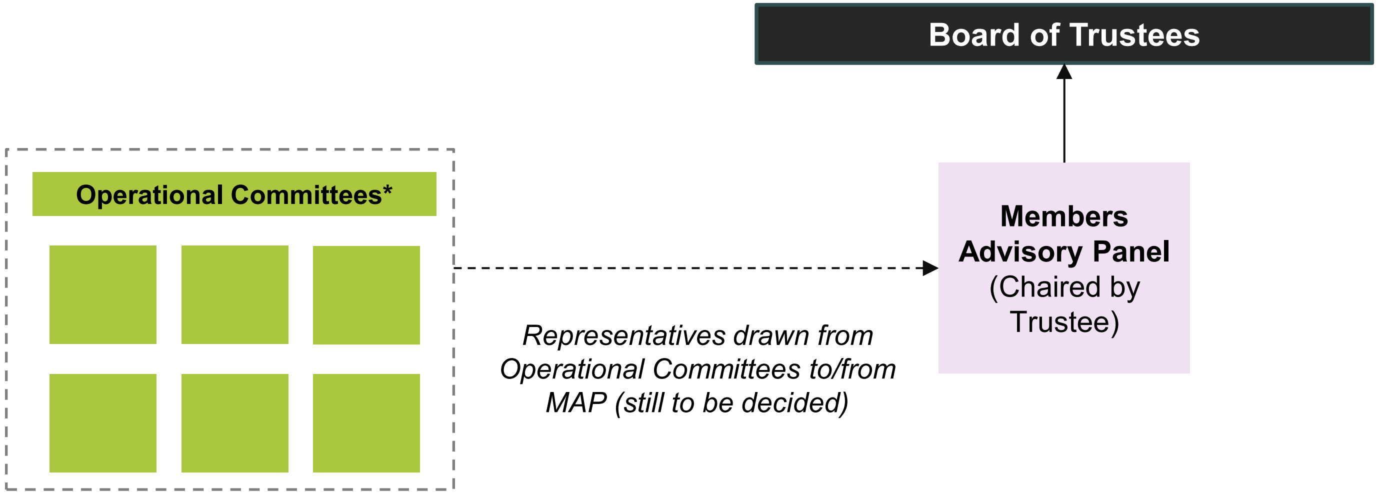
Operational Committees (ENHANCED):
All other Committees are designated 'Operational Committees', including such as those shown in green on the IET's current governance chart (slide 12), which are left to carry out their functions without a layer of oversight or decision-making between them and the BoT, 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 (for example coincident with annual plan approval) – proposed by the CES / Exec and subject to agreement by the Board.

Main Boards (**RETIRED):**
In the proposed new model, the concept of 'Main Boards' is retired. See appendix for role coverage within the proposed new structure. The existing EDI and Volunteer Engagement Boards will be redesignated as Operation Committees.

Council (RETIRED):
Council has three responsibilities in the current model:
i) Tender advice to the Board of Trustees regarding the IET's affairs
ii) Communicating representative views of members
iii) Monitoring the IET's governance and promoting a culture of continuous improvement.

In the proposed new model, every committee will have the ability to tender advice to the Board. It is the Trustees' legal responsibility to monitor the IET's governance and ensure it is fit for purpose, and it is they who are accountable directly to the IET's membership and its regulators – including the Charity Commission. The third Council responsibility – communicating members' views – will be the sole role of a new Members Advisory Panel.

MAP structure:



Members Advisory Panel (MAP) – (NEW):
MAP will offer a mechanism for the Board to hear views from a sample of its members; acting as a two-way conduit between members, the Board of Trustees, and Operational Committees. The Board may request a member perspective from MAP, and MAP may also provide member views proactively.

Membership and structure
Each Operational Committee* will nominate 1–2 members to sit on the MAP, subject to Nominations and Succession recommendation and Board approval. MAP could help shape eligibility criteria and allocation of members across Operational Committees to support inclusivity and complement committee work. This, and the appointment mechanism, is still to be determined and will be subject to consultation.

One MAP member is selected as Chair through a nominations process involving MAP members and endorsed by the Nominations and Succession Committee. The Chair will be appointed as an Ordinary Trustee and will sit on the Board of Trustees. Details of the Chair's selection process and term will be confirmed in due course.

Meetings and engagement
Meeting frequency will be defined within the wider governance framework (to be developed), with most meetings held virtually to ensure accessibility and taking place approx. three times during a session, although this is still to be determined. Once per session, a Congress will take place, bringing together representatives of the BoT, Operational Committee and Advisory Panel members. MAP may be a conduit for providing a mechanism for individual members to share opinions and views into the IET's governance structure.

** The assumption is that MAP members will be drawn from all Operational Committees but there may be exceptions, to be agreed by the BoT and Executive.*

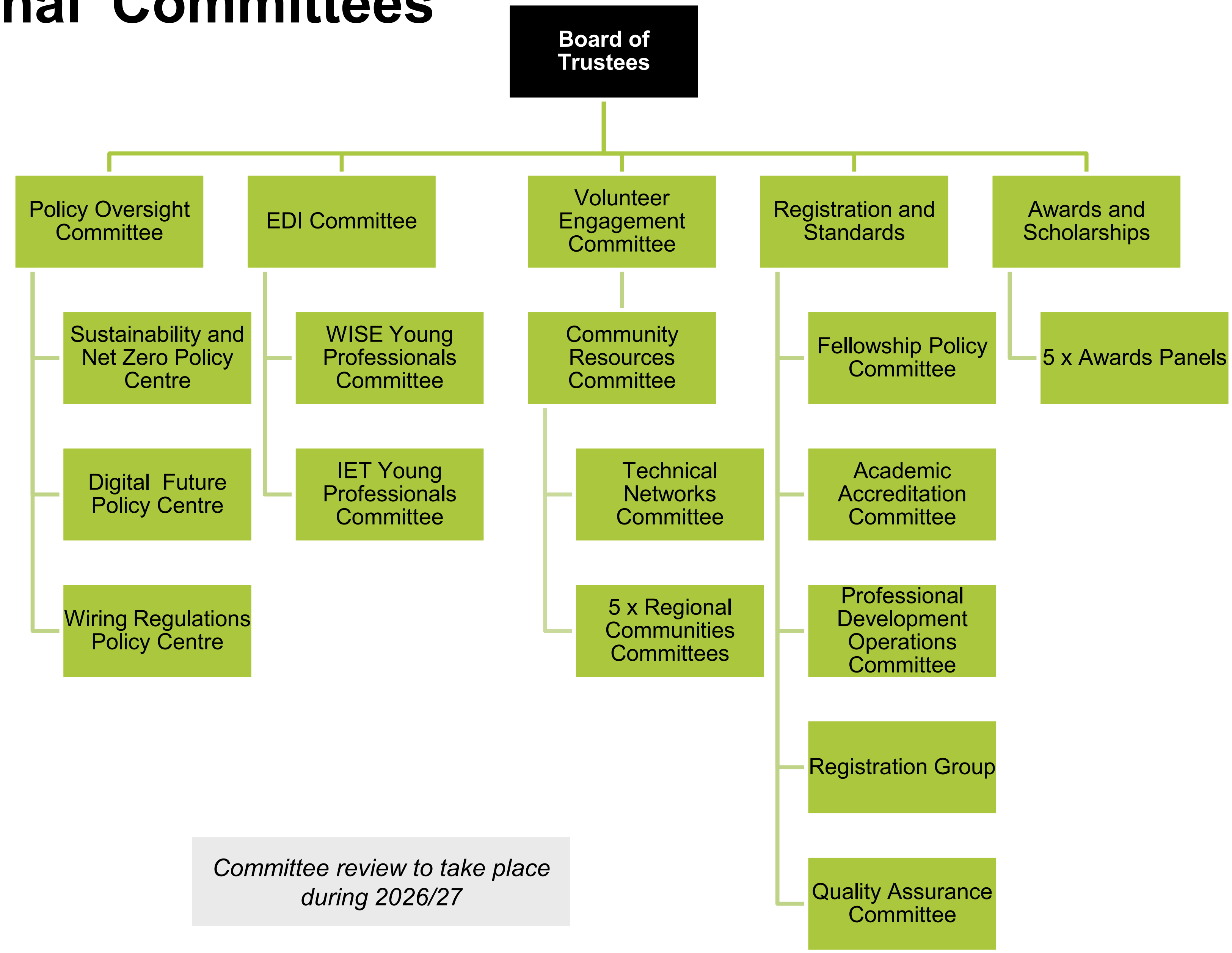
Current 'Operational' Committees

The Board of Trustees currently has accountability to both form and retire operational committees to ensure they reflect the needs of the charity.

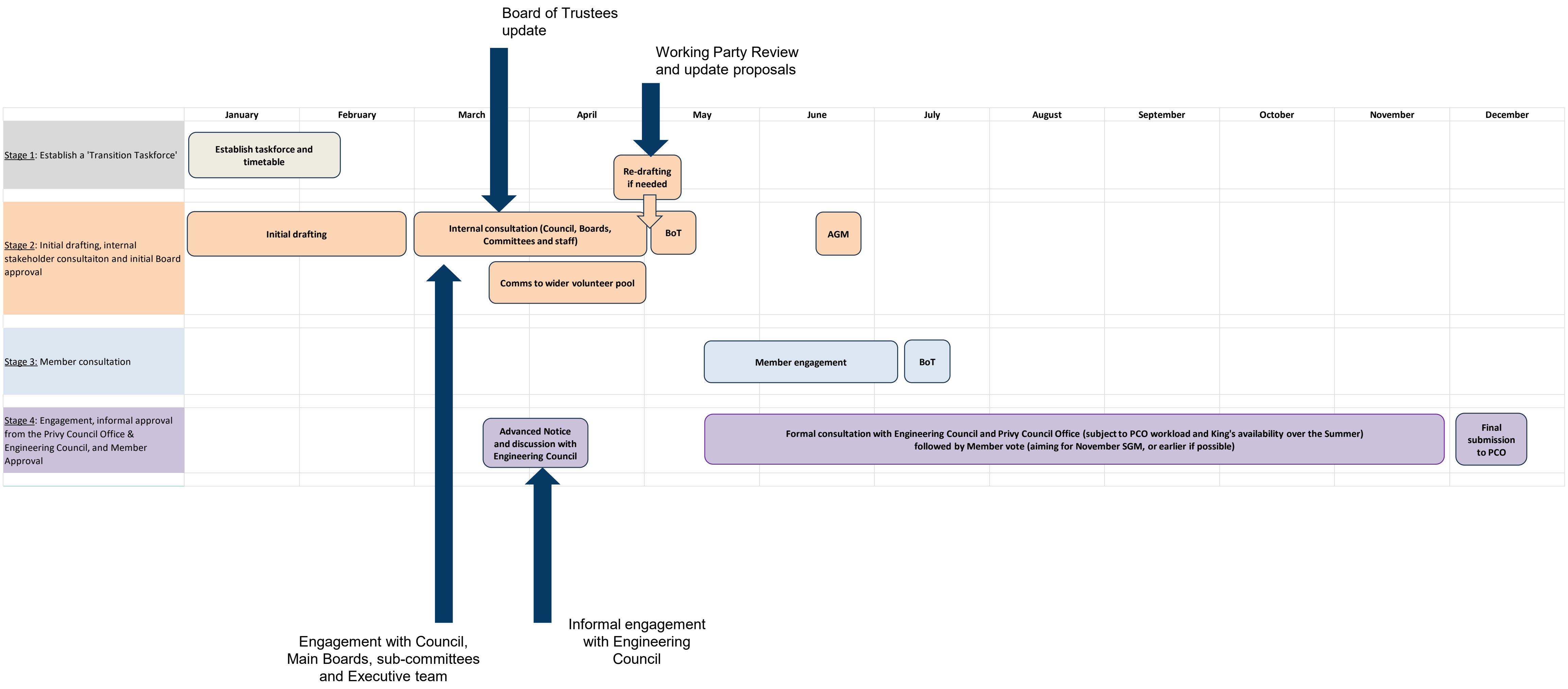
The proposal is for the activity of Operational Committees to be reported to every BoT via an enhanced Operational Report. Operational Committees will also summarise annual activity and tender advice to the Board.

Removing the Main Boards will delayer the Governance, ensuring a more streamlined and agile mechanism for issues and decisions to be raised to the Board of Trustees.

While the number and design of Operational Committees is not part of this Governance Review, it is the intention to **review this structure during 2026/27**, while refreshing and updating existing Terms of Reference to ensure the Committees' work better reflects the need of the charity.



Consultation and Engagement Timeline



What happens next?

- Throughout March we have been sharing the proposed structure with Council, the IET's Main Boards and holding sessions for Governance Committee members.
- As Council has a responsibility to monitor the IET's governance and promote a culture of continuous improvement it has been asked to present a formal response to the Board of Trustees.
- All IET's volunteers, including those who support our governance, are being encouraged to complete an online survey by the closing date (a link and deadline details are included in the accompanying letter).
- Results from the survey will be analysed and presented to the Governance Structure Review Working Party (GSRWP) by an independent research agency.
- The GSRWP will review the feedback and report back any subsequent changes to the proposals to the Board of Trustees.
- The Board of Trustees is keen to hear your thoughts on its proposals and will consider the feedback it receives prior to consulting with IET members later this year.
- Should you have any questions about the process, please email governance@theiet.org.

Appendix

Governance Structure Review Working Party

Scope and duties:

a) To review the governance structure of the IET and make recommendations to the Board of Trustees.
b) To ensure an appropriate scope for the review.
c) To ensure recommendations take account of current good practice and, to the extent possible, the future needs of the IET, recognising that the IET is governed by UK law and charity regulation.
d) To consult as widely as needed with volunteers, members and staff to inform the review and test any proposals.
e) To take account of the Code of Good Governance for Large Charities (with which the IET complies) and recommendations from previous external governance reviews.
f) To seek expert advice as required to ensure compliance with all relevant statutes and good practice.
g) To ensure all proposals promote and support equality, diversity and inclusion.
h) To consider and make recommendations relating to the risks of governance and the implementation of any proposals.
i) To consider the resource implications of any proposals.
j) To outline an implementation plan and timeline for any proposals.
k) To report to the Board of Trustees.

Governance Structure Review Working Party

Constitution:
At its formation, the Working Party will include the following individuals who, for the sake of consistency, will remain on the Working Party regardless of changes in role due to the new session or otherwise:

- A Chair, a Deputy President
- A Past President
- The Chair of Council
- At least one other Trustee or member of Council
- Director of Governance and External Engagement

The Working Party may co-opt other members as required to bring specific skills or experience and will be supported by the Governance Managers and General Counsel.

Research participant breakdown

In-depth interviews and focus groups were held online between 20 November 2024 and 7 February 2025.

Volunteers:
A total of 51 volunteers were approached via email in batches. The process began with an initial invitation email, followed by five reminder emails and two targeted emails aimed at reaching council members and ex-trustees.

- Additionally, the IET sent two reminder emails and one targeted email (council members) requesting volunteers to participate.
- Below is the detail on the number of interviews planned and completed

Volunteers	Target no. of interviews	Completed
Current trustees	10	10
Ex-Trustees	3	1
Council & Main Board members	22	19
Other committee members	2	2
Sub-committee members	2-3	2
Total:	**40**	**34**

Staff
Focus group with senior team members (10 participants)
Focus group with the Executive team (8 participants)
1 x depth interview with General Counsel
Total: 19

Coverage of Main Board roles (from and to):

All Main Boards (common elements of ToRs):	Coverage under proposed structure
Purpose: a) Be responsible for planning and implementation of the IETs [area of responsibility] strategy …. b) Provide assurance to the BoT concerning the effective delivery of strategic programmes as delegated by the BoT. c) Monitor performance of strategic programmes as delegated by the BoT.	Responsibility for planning the IET's Strategy sits with the Board of Trustees Implementation of strategy is delegated to the CES and delivered through the Operational Committees and staff team. Performance will continue to be reported to the Board through the CES Report. Assurance is also provided through engagement with stakeholders via the Advisory Panels.
Strategic Advice and Support • Oversee the execution of the strategy [for area of responsibility]; review strategy and recommend changes (alongside staff); support development and enhancement of the strategy. • Work collaboratively with other Main Boards, etc.	Execution of the strategy is delegated to the CES. Strategy review will be delivered through new PPM identifying opportunities for consultation with Standing Committees and Advisory Panels and, as appropriate recommending to the Board. The Board will have the opportunity to set up Strategy Working Parties as needed.
Supporting the Effective and Efficient Delivery of the IET Plan: • Provide input to the plan. • Provide assurance to the BoT that the plan is aligned to longer range strategic objectives.	The Plan is developed by staff in consultation, as appropriate, with Operational Committees. Operational Committees will assure the Board, through the CES report, that their plans are aligned to the IET's strategic objectives.
Stewardship, Assurance and Risk Management • Ensure that supporting governance and other groups are well co-ordinated, guided, monitored and well motivated. • Provide advice on longer-range issues that might impact the plan. • Ensure that effective risk management plans are in place for those risks delegated to the Board.	Operational Committees and Advisory Panels will be co-ordinated by regular direction from the Executive Committee and the CES. The Governance team will ensure there is a process of monitoring activities of each of the Operational Committees and Advisory Panels to ensure each is working within its ToR and there is no duplication. Longer range issues are identified through Advisory Panels and research. Delegated risks will be re-assigned to the Operational Committees as appropriate.
Stakeholder Management • Operate a process to identify and manage all key stakeholders; identify their issues and create plans to proactively engage stakeholders in response to their needs and expectations. • Liaise with other Main Boards.	Stakeholder identification and qualification of their needs is now delivered through the PPM function through engagement with the Advisory Panels and other methods (e.g. research). Intelligence is fed into product and service development. Liaison with other committees is no longer required.
Delegated authority: • Monitor performance against planned objectives and budget. • Review discounting strategy / rate cards.	Currently undertaken by BoT in parallel (via CES Report) – continue. Reviewed as part of PPM remit and included for approval in annual plan/budget – continue.