

17 May 2022

PAPER CLASSIFICATION: OPEN

**Minutes of the Meeting of the
BOARD OF TRUSTEES
held on Monday, 9 May 2022 at 2.30 pm
at Futures Place, Stevenage and via Virtual Meeting**

Present: Sir Julian Young (President)
Miss Yewande Akinola
Dr Ian Belger
Professor Bob Cryan
Mrs Katy Deacon
Professor Danielle George
Dr Andy Harter
Ms Rachel Hurst
Miss Abbie Huty
Dr Gopi Katragadda
Professor Paul Needham
Ms Dawn Ohlson
Professor Sarah Spurgeon (Minutes 8-21)
Professor Kate Sugden

In attendance: Ms Toni Allen (Director of International Strategic Marketing and Engagement)
Mr Ed Almond (Director of Finance and Planning)
Mr Richard Best (Director of IT and Digital Services)
Ms Morna Dason-Barber (Director of Human Resources)
Mr Simon Edwards (Director of Governance and External Engagement)
Mr Nigel Fine (Chief Executive and Secretary)
Mr Giles Grant (Director of Knowledge Services & Solutions)
Mr Christopher Knibb (Head of Corporate Communications) (Minute 8)
Ms Eloisa de la Maza (Governance Executive)
Dr Laura Norton (Head of Equality, Diversity and Inclusion) (Minute 8)
Ms Michelle Richmond (Director of Membership and Professional Development)
Mr Andrew F Wilson (Head of Governance)

1. Apologies for Absence

Apologies for absence were received from Dr Bicky Bhangu and Professor Phil Blythe.

2. Conflicts of Interest

Mr Almond, Mr Grant and Ms Hurst declared that they were directors of IEE Conventions Limited.

3. Minutes

The Minutes of the meeting held on 24 March 2022 (T(22)M2) were approved and signed as a correct record.

4. Actions Taken or Outstanding

- 4.1. Mr Edwards introduced and the Board noted a report on actions taken or outstanding since the previous meeting of the Board (T(22)29).
- 4.2. Mr Edwards drew attention to information about the Volunteer Career Pathway (Appendix to E to T(22)29). Dr Belger commented that there was currently no pathway for those stepping down as IET Trustees. The President undertook to discuss this further with Dr Belger outside the meeting.
- 4.3. Mr Edwards introduced and the Board noted a report on matters concerning Russia and Belarus (Appendix D to T(22)29).
- 4.4. It was noted that the IET had supported a multi-publisher statement on the situation in Ukraine which was co-ordinated by the Science, Technology and Medicine (STM) publishing network. The statement made several commitments around the suspension of sales and marketing products to research organisation in Russia and Belarus and of support to the relief efforts.
- 4.5. See Private Minute.

5. Audit and Risk Process Committee

- 5.1. Professor Cryan introduced and the Board noted the report from the Audit and Risk Process Committee (T(22)30).
- 5.2. Following discussion the Board approved:
 - 5.2.1. the Trustees Annual Report and Financial Statements for the year ended 31 December 2021 (Appendix A to T(22)30);
 - 5.2.2. the Letter of Representation to the auditors (Appendix B to T(22)30);
- 5.3. It was agreed to record a Vote of Thanks to everyone who had been involved in the preparation of the Annual Report and Accounts and the audit.

6. See Private Minute

7. Bye-law Review

- 7.1. Mr Edwards introduced and the Board noted a report from the Bye-law Review Working Party (T(22)32).
- 7.2. The Board noted that the Working Party had concluded that the amendments to be proposed at this time would fall into three categories: professional conduct, modernising governing instruments, and administration. The Board reviewed the full set of proposed changes to the Royal Charter (Appendix B to T(22)32) and Bye-laws (Appendix C to T(22)32).
- 7.3. It was noted that the Working Party had proposed that there should be a consultation with the membership on possible amendments to Bye-laws 29, 30 and 40 to ascertain whether members favoured a change and which of several options was preferred. There was a proposal concerning Professional Conduct which recommended adding either or both of the words “respect” and “dignity” to Bye-laws 29-30. There was a proposal to increase the number of members required to requisition a Special General Meeting to reflect the increase in membership, either an absolute number or a percentage, as detailed in Bye-law 40.

7.4. Subject to the proposed consultation with the membership and formal consultation with the Privy Council Office and the Engineering Council, a Special General Meeting would be held in November 2022 or February 2023 to seek approval for the amendments to the Royal Charter and Bye-laws. A two-thirds majority of those voting would be required.

7.5. Following discussion the Board approved the proposed amendments to the Royal Charter and Bye-laws and agreed that there should be a consultation with the membership about Bye-laws 29, 30 and 40.

8. Equality, Diversity and Inclusion Strategy

8.1. Dr Norton introduced and the Board noted a proposal to update the Equality, Diversity and Inclusion Strategy (T(22)33).

8.2. Following discussion the Board approved the updated Equality, Diversity and Inclusion Strategy and the creation of a Equality, Diversity and Inclusion Working Party to be chaired by one of the Trustee Champions.

9. IEE Conventions Limited

9.1. Mr Edwards introduced and the Board noted a proposal to amend the Articles of Association of IEE Conventions Limited (T(22)34).

9.2. Following discussion the Board approved the revised Articles of Association of IEE Conventions Limited, subject to the replacement of the word "Chairman" with the word "Chair" throughout.

9.3. The Board authorised Mr Fine to sign the Written Resolution on behalf of the IET.

10. Savoy Hill House

10.1. Mr Almond introduced and the Board noted a proposal concerning the refurbishment of Savoy Hill House (T(22)35).

10.2. Following discussion the Board approved the project with an indicative budget of £0.6m to £1.1m and agreed to delegate supervision of the project to the Chief Executive and Secretary.

11. Council

11.1. Mr Edwards introduced and the Board noted a report from Council (T(22)36). The report included a number of proposals relating to Technicians, designatory letters, accreditation and professional registration.

11.2. Following discussion the Board agreed to thank Council for its report and approved the response to Council set out in Appendix B to T(22)36, subject to the amendments discussed during the meeting.

12. IET Academy

12.1. Mr Grant introduced and the Board noted two reports on the IET Academy (T(22)37 and T(22)38).

12.2. The Board of Trustees had agreed at its meeting on 5 November 2021 that the Knowledge Services and Solutions Board should review the business case for the IET Academy and its performance to date and that a report should be made to the Board of Trustees (Minute 15.2 of T(21)M8 refers).

12.3. The matter was discussed by the Knowledge Services and Solutions Board at its meeting on 24 March 2022. The Board had agreed that due to the revenue opportunities offered by new editions of the courses that supported the IET Wiring Regulations (BS7671) and the increased sales effort following the Corporate Sales Team re-structure, the IET Academy should continue to trade in its current form, with bi-annual reports to the Board of Trustees.

12.4. See Confidential Minute.

13. Global Update

Ms Allen introduced and the Board noted a report on international development activities (T(22)39).

14. IET Fundraising Activities

14.1. Professor Cryan introduced and the Board noted the annual report on IET Fundraising Activities (T(22)40).

14.2. It was noted that the match-funding from the IET Reserves which had been approved by the Board of Trustees had been very successful (Minute 11 of T(20)M7 refers). It was agreed that a new proposal for match-funding should be prepared.

15. Main Boards

15.1. The Board received routine oral reports from the Chairs of the three Main Boards:

15.1.1. Knowledge Services and Solutions Board: Mr Grant on behalf of Dr Bhangu;

15.1.2. Membership and Professional Development Board: Ms Richmond on behalf of Professor Blythe;

15.1.3. Volunteer Engagement Board: Ms Ohlson.

15.2. It was agreed that a report on the Volunteering Vision should be presented to the Board in September 2022.

16. Chief Executive and Secretary's Report

16.1. Mr Fine introduced and the Board noted a report from the Chief Executive and Secretary (T(22)41).

16.2. The Board noted the launch of the policy report on "Safeguarding the Metaverse" in April 2022.

16.3. See Private Minute.

17. Health & Safety

The Board noted the annual report on Health & Safety (T(22)42).

18. Feedback on Board Meeting

The President invited Trustees to give feedback on the Board of Trustees meeting.

19. Classification of Board Papers

- 19.1. The Board noted that eleven of the papers that had been considered at the meeting were Private and Confidential. The Private and Confidential papers had been so-classified because they contained:
- 19.1.1. information relating to negotiations, commercial or otherwise, where disclosure could prejudice the IET's position, or could prejudice future negotiations of a similar nature;
 - 19.1.2. reference to minutes of or the proceedings or business of a committee or other group which has been marked Private and Confidential by that Board or Committee;
 - 19.1.3. information which if disclosed might result in premature publicity of courses of action that might not, in the end, be followed;
 - 19.1.4. legal advice or Counsel's opinion, or were otherwise covered by legal professional privilege or concerned active legal proceedings;
 - 19.1.5. information considered confidential to a third party relationship, or which could be used externally to create legal challenge, reputational risk or commercial advantage.

20. See Private Minute

21. Date of Next Meeting

Friday, 10 June 2022 at 2.00 pm at Savoy Place, London WC2.