

14 February 2023

PAPER CLASSIFICATION: OPEN

**Minutes of the Meeting of the
BOARD OF TRUSTEES
held on Monday, 6 February 2023 at 2.00 pm
at Futures Place, Stevenage, or via Virtual Meeting**

Present: Professor Bob Cryan (President)
Dr Bicky Bhangu
Professor Timothy Dafforn
Mrs Katy Deacon
Ms Anni Feng
Dr Andrew Harter
Ms Samantha Hubbard
Ms Rachel Hurst
Miss Abbie Hutty
Dr Gopi Katragadda
Dr Carol Marsh
Professor Ronjon Nag
Professor Paul Needham
Professor Sarah Spurgeon
Professor Kate Sugden
Sir Julian Young

In attendance: Ms Toni Allen (Director of International Strategic Marketing and Engagement)
Mr Ed Almond (Chief Executive and Secretary)
Mr Richard Best (Director of IT and Digital Services)
Mr David Bunyan (Director of Finance and Planning)
Ms Morna Dason-Barber (Director of Human Resources)
Mr Giles Grant (Director of Knowledge Services & Solutions)
Mr Zaheed Hussein (General Counsel)
Mr Christopher Knibb (Director of Governance and External Engagement)
Mr Mark Posnett (International Financial Controller) (Minute 9)
Mr Simon White (Director of Change and Performance)
Mr Andrew F Wilson (Head of Governance)

1. Conflicts of Interest

- 1.1. Professor Sugden declared that she was a Trustee of Foothold, the IET Benevolent Fund.

2. Minutes

The Minutes of the meeting held on 12 December 2022 (T(22)M9) were approved and signed as a correct record.

3. Actions Taken or Outstanding

- 3.1. Mr Wilson introduced and the Board noted a report on actions taken or outstanding since the previous meeting of the Board (T(23)1).

3.2. With reference to Minute 6.2 of T(19)M7, it was agreed to defer a report on Career Manager until the next meeting.

3.3. With reference to Minute 3 of T(22)M7, Mr Knibb reported that the IET had not yet received a reply from HM The King.

4. Chief Executive and Secretary

4.1. Mr Almond gave an oral presentation about his plans for the IET on taking up the position of Chief Executive and Secretary.

4.2. He contrasted the position of the Institution at the start of 2023 with the start of 2022 and described the steps taken over the previous year to move to a post-pandemic delivery of services and make savings against the operating budget deficit.

4.3. He drew attention to the Strategic Themes and his views about how these could be translated into actions during the current year. Achieving financial sustainability would require close attention. In addition, he had identified nine key areas for change that he intended to tackle immediately.

4.4. During discussion the Trustees welcomed Mr Almond's report and expressed support for his proposed direction. They drew attention to the issues highlighted in the Risk Matrix, particularly the continuing annual fall in the number of members and registered members, and the need to link current KPI targets with the aspirations in the IET Strategy 2030.

4.5. Mr Almond responded that the membership and registration aspirations in the IET Strategy 2030 needed to be revised. He undertook to bring proposals to the Board in June 2023.

5. IET Plan and Budget

5.1. Mr White introduced and the Board noted a report on the finalised KPI targets for 2023-25 (T(23)2).

5.2. Mr Almond explained that the KPIs for "non-student/apprentice members under 40" excluded China and India, as recruiting members in those countries was not part of the current plan for the South Asia and Asia-Pacific regions.

5.3. The Board welcomed the two new KPIs for stretch targets, but questioned whether they were set at the correct level, in view of the £6.3M cost-saving achieved in 2022. That result had been beneficial, but had highlighted inaccuracies in forecasting during the year.

5.4. Following discussion, the Board approved:

5.4.1. the detailed adjustments to the KPI targets for 2023-2025;

5.4.2. two new metrics formed of stretch targets on two existing KPIs.

6. Election of Trustees

6.1. Mr Wilson introduced and the Board noted a report on candidates for election as Trustees, as required by the Bye-laws (T(23)3).

6.1.1. The Board noted the requirement of the Bye-laws for Trustees to "be either registered members or similarly qualified, unless the Board of Trustees resolves to the contrary in any particular case".

6.1.2. Following discussion, it approved with regard to Bye-law 64(b) that the candidate proposed for election as a Trustee who was not a registered member was eligible to stand for election as a Trustee.

7. Annual General Meeting

7.1. Mr Wilson introduced and the Board noted the notice for the Annual General Meeting of the Institution of Engineering and Technology, to be held on 15 June 2023 (T(23)4).

7.2. Following discussion the Board:

7.2.1. agreed that the Annual General Meeting of the Institution of Engineering and Technology, be held on 15 June 2023;

7.2.2. approved the notice of the Annual General Meeting;

7.2.3. agreed that the notice be published in *Engineering & Technology (E&T)* magazine in early 2023.

8. Modern Slavery Act

8.1. Mr Knibb introduced and the Board noted the proposed annual Modern Slavery Act compliance statement (T(23)5).

8.2. Following discussion the Board approved the Transparency in Supply Chains (TISC) statement.

9. Reports from Committees

9.1. Dr Katragadda introduced and the Board noted a report from the Audit and Risk Process Committee (T(23)6).

9.2. Following discussion, the Board approved the audit fee of £110,000 (exclusive of VAT) plus disbursements for 2023.

9.3. Mr Bunyan reported that in view of the increase in audit fee, the Audit and Risk Process Committee would be asked to consider whether to initiate the tender process for audit services for the following year.

9.4. Dr Harter introduced and the Board noted a report from the Finance and Investment Committee (T(23)7).

9.5. Following discussion the Board agreed:

9.5.1. to switch the current BlackRock Fixed Income Global Opportunities (FIGO) investment into the Sustainable FIGO Fund, to improve the ESG profile of the IET investment portfolio;

9.5.2. to hedge up to 50% of developed equity currency exposure held within the IET investment portfolio.

9.6. Professor Cryan introduced and the Board noted a report from the Nominations and Succession Committee (T(23)8).

9.7. Following discussion the Board approved that:

- 9.7.1. greater efforts be made to collect relevant EDI data to support the Nominations and Succession Committee in its deliberations;
- 9.7.2. the statement in the terms of reference of the Policy and Insight Panels that the Chairs of Panels should normally be registered members or hold an equivalent qualification from another institution should be retained;
- 9.7.3. the Chairs of Policy and Insight Panels and IET spokespersons should always be IET members;
- 9.7.4. the IET should continue to promote professional registration throughout its activities and support Board and Committee members who wish to obtain registration;
- 9.7.5. Policy and Insight Panels should develop the skills of their members and identify their future Chairs;
- 9.7.6. the membership of Policy and Insight Panels should continue to include some non-members;
- 9.7.7. the requirement for Chairs to be registered members should not be extended to other IET Boards and Committees, unless such a qualification was relevant to the work of the Board or Committee;
- 9.7.8. Ms Anni Feng be appointed as a member of the Audit and Risk Process Committee and the Finance and Investment Committee.
- 9.8. Sir Julian Young left the meeting for the following two items.
- 9.9. Professor Cryan gave an oral report from the Remuneration Committee.
- 9.10. The Board approved the re-appointment of Sir Julian Young to the Remuneration Committee with immediate effect.
- 10. See Confidential Minute**
- 11. See Confidential Minute**
- 12. Governance Meetings**
- 12.1. Mr Knibb introduced and the Board noted a proposal concerning the arrangements for Governance Meetings (T(23)10).
- 12.2. Following discussion, the Board agreed that where possible, Board and Committee meetings should be held virtually. In particular, it agreed that:
 - the Board of Trustees, Main Boards and Council should meet virtually in March each year;
 - the Audit and Risk Process Committee and the Finance and Investment Committee should hold no more than two in-person meetings per year;
 - the Nominations and Succession Committee should hold all meetings virtually;
 - the Communities Resourcing Committee should hold no more than one in-person meeting per year;
 - the Young Professionals Committee should hold no more than two in-person meetings per year.

13. Trustees Annual Report

- 13.1. Mr Bunyan introduced and the Board noted the draft IET Trustees Annual Report for the year ended 31 December 2022 (T(23)11).
- 13.2. It was agreed that Trustees should send their detailed comments on the draft to Mr Bunyan by 16 February 2023.

14. Main Boards

- 14.1. The Board received routine oral reports from the three Main Boards:
 - 14.1.1. Knowledge Services and Solutions Board: Dr Bhangu;
 - 14.1.2. Membership and Professional Development Board: Ms Hubbard;
 - 14.1.3. Volunteer Engagement Board: Dr Marsh.

15. Chief Executive and Secretary's Report

The Board noted a report from the Chief Executive and Secretary (T(23)12).

16. Complaints

The Board noted the annual report on Complaints (T(23)13).

17. Feedback on Board Meeting

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

18. Classification of Board Papers

- 18.1. The Board noted that ten 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:
 - 18.1.1. information relating to negotiations, commercial or otherwise, where disclosure could prejudice the IET's position, or could prejudice future negotiations of a similar nature;
 - 18.1.2. 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;
 - 18.1.3. information which if disclosed might result in premature publicity of courses of action that might not, in the end, be followed;
 - 18.1.4. legal advice or Counsel's opinion, or were otherwise covered by legal professional privilege or concerned active legal proceedings;
 - 18.1.5. information considered confidential to a third-party relationship, or which could be used externally to create legal challenge, reputational risk or commercial advantage.

19. Date of Next Meeting

Thursday, 16 March 2023 at 5.00 pm (virtual meeting).