The Institution of Engineering and Technology

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Council

GOVERNANCE REVIEW

(Paper by Mr Andrew F Wilson. If you have any questions on this paper before the meeting please contact Mr Andrew F Wilson on +44 (0)20 7344 5415 or by email afwilson@theiet.org)

1. Issue

To provide a report to Council on the Governance Review 2023.

2. Timing

Council meeting, 16 March 2023.

3. For Note

Council is invited to note this report.

4. Governance Review

4.1. The Board of Trustees agreed in 2004 that external governance reviews should be conducted at regular intervals. The most recent governance review was in 2019.

4.2. The IET has appointed BDO LLP to conduct a Governance Review in 2023. It is expected that a report will be made to the Board of Trustees in June 2023 and subsequently to Council.

4.3. The Governance Review will be overseen by a Panel comprising a Trustee, a former Trustee, a Council member and the Director of Governance and External Engagement. Mr Mark Goudie will represent Council on the Panel.

4.4. The purpose of the review is to examine the upper levels of the governance of the IET and consider the effectiveness of the current arrangements for the organisation and its activities. It will examine the Board of Trustees, which is the trustee body of the charity, and the individual Trustees. It will also cover the three Main Boards that report to the Board of Trustees, the significant Committees reporting to the Main Boards, including the Communities Resourcing Committee and the seven Communities Committees, the four Committees that report to the Board of Trustees, the Council, and the Members Annual Information Event (incorporating the Annual General Meeting).

4.5. The review will identify those aspects of the governance that perform in accordance with the expectations that have been set for them, and those which do not meet such expectations. The review will make recommendations for improvements based on observation of the current situation, best practice within the sector and where governance arrangements can be more effective. A key reference for the Review will be the *Charity Governance Code for Larger Charities*.

4.6. The review will include:

- desk research and interviews with suitably targeted internal and external interviewees;
- attendance at Board of Trustees meetings and, if time permits, attendance at Council and other Main Boards and Committees;
- analysis of the information collected and supplied.

4.7. The review should assess:

- how effective the existing governance arrangements have been to date in meeting the IET's overall aims;
- how cost-effective the existing governance arrangements have been to date;
- the strengths and weaknesses of the existing governance arrangements;
- the appropriateness of existing KPIs.

4.8. The review should include consideration of arrangements for comparable organisations in the science, engineering and technology sector (eg other Engineering Institutions and Learned Societies) and arrangements for charitable membership organisations in other (ie non STEM) sectors.

5. Risk

No risk issues have been identified in connection with this paper.

6. Resources

No resource issues have been identified in connection with this paper.