

16 September 2020

PAPER CLASSIFICATION: OPEN

**Minutes of the Meeting of the
BOARD OF TRUSTEES
held on Monday, 7 September 2020 at 4.00 pm
via virtual meeting**

Present: Dr Peter Bonfield (President)
Miss Yewande Akinola
Dr Colin Arthur
Professor Phil Blythe
Mr Mike Carr
Mr Joe Dunn
Professor Danielle George
Dr Simon Harrison
Dr Andy Harter
Miss Samantha Hubbard
Dr Gopi Katragadda
Ms Dawn Ohlson
Air Marshal Sir Julian Young

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)
Ms Jo Foster (Equality, Diversity & Inclusion Manager) (Minute 13)
Mr Giles Grant (Director of Knowledge)
Ms Eloisa de la Maza (Governance Executive)
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 Ian Belger, Ms Jayne Bryant and Ms Alyssa Randall.

2. Conflicts of Interest

Mr Almond, Dr Arthur, Mr Fine, Mr Grant and Dr Harrison declared that they were directors of IET Services Limited.

3. Minutes

The Minutes of the meeting held on 15 July 2020 (T(20)M6) 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(20)58).
- 4.2. With reference to Minute 10.3 of T(19)M5, Mr Edwards reported that a review of the IET's existing Serious Incident Processes and Procedures had been undertaken and an interim report made to the Audit and Risk Process Committee. A formal response would be made to the Charity Commission later in the year.
- 4.3. With reference to Minute 5.3 of T(20)M3, Mr Edwards reported that the Members Annual Information Event had been arranged as a virtual event on 16 September 2020.
- 4.4. With reference to Minute 5.3 of T(20)M4, Mr Edwards reported that member subscription notices containing an explanation of the subscription freeze for the coming year would begin despatch in September 2020.
- 4.5. With reference to Minute 5.4 of T(20)M6, Mr Edwards reported that the Annual Returns to the Charity Commission for England & Wales and the Office of the Scottish Charity Regulator had been filed.

5. Michael Faraday House

- 5.1. Mr Fine and Mr Almond introduced and the Board noted a proposal for the refurbishment of Michael Faraday House (T(20)59). The Trustees had discussed the proposal and questioned the project team at length at an online workshop held since the previous meeting of the Board.
- 5.2. The Board noted that:
 - the IET's vision for a refurbished Michael Faraday House could be realised through the design which has been reviewed in light of the experiences of the COVID-19 pandemic and appropriate adaptations made to issues of sustainability, technology, flexible working and wellbeing;
 - consideration had been given to future office requirements, the timing of the refurbishment in light of COVID-19 and the opportunity to complete the work whilst minimising staff disruption during the refurbishment;
 - the IET's design specification had been subject to competitive tender;
 - the continued availability of sufficient reserves has been considered by the Finance and Investment Committee.
- 5.3. Following discussion the Board approved unanimously that the IET enter into contract for the refurbishment of Michael Faraday House with a total budget of £17M.

6. COVID-19

- 6.1. Mr Edwards gave an oral report on matters concerning COVID-19.
- 6.2. The majority of employees continued to work from home. Michael Faraday House and the Warehouse in Stevenage were open to a small number of staff who required access to the office for critical roles that could not be conducted from home. Risk assessments had been produced for the two buildings and published on the IET website.
- 6.3. Following the announcement by UK Government on the 17 July 2020 of a further easing of lockdown restrictions, and the intention to allow conference and other business events to recommence from the 1 October 2020, work had started to

prepare for the reopening of Savoy Place and Austin Court. Comprehensive risk assessments for both venues had been published on the IET website.

- 6.4. Outside the UK, IET staff in China, India and the USA had at all times followed the respective in-country government restrictions.
- 6.5. Financial impacts had been closely monitored and reported to the Finance and Investment Committee. These included changes and cancellations of IET business activities, the impact on year-end financial results and key performance indicators for 2020, and the impact of stock market changes on the deficit of the closed IET Superannuation and Assurance scheme.
- 6.6. Mr Dunn asked whether guidance had been provided to Local Network Committees on how to resume their events programmes. Mr Edwards replied that it had been decided to ask a small number of Local Networks to pilot activities in a new COVID-safe format and use this experience as guidance for other Local Networks.

7. Finance and Performance

- 7.1. Mr Almond gave an oral report on the finance and performance of the IET.
- 7.2. Mr Fine gave an oral report on discussions with the IEEE, following the recent announcement of an Open Access Publishing Partnership with Wiley.

8. Appointment of Auditors

- 8.1. Mr Almond introduced and the Board noted a proposal for the appointment of auditors for 2021 (T(20)60). Professor George reported that the proposal was supported by the Audit and Risk Process Committee.
- 8.2. Following discussion, the Board approved the appointment of BDO LLP as auditors for 2020.

9. Deeds of Covenant

- 9.1. Mr Edwards introduced and the Board noted a proposal for new Deeds of Covenant with IEE Conventions Limited and IET Services Limited (T(20)61).
- 9.2. Following discussion, the Board approved the new Deeds of Covenant.

10. Nominations and Succession Committee

- 10.1. Dr Bonfield introduced and the Board noted a report from the Nominations and Succession Committee (T(20)62).
- 10.2. Sir Julian Young withdrew from the meeting for the following item.
- 10.3. The Board approved the appointment of Sir Julian Young as President from 1 October 2021.
- 10.4. Dr Harter withdrew from the meeting for the following item.
- 10.5. The Board approved the appointment of Dr Andy Harter as Deputy President from 1 October 2021.
- 10.6. Dr Katragadda withdrew from the meeting for the following item.

10.7. The Board approved the following candidates for election to fill the two vacancies for Vice Presidents arising on 1 October 2021:

- Dr Gopi Katragadda BE MS PhD FIET
- Professor Sarah Spurgeon OBE FEng BSc DPhil CEng FIET

10.8. The Board approved the following candidates for election to fill the vacancies for Ordinary Members of the Board of Trustees arising on 1 October 2021:

- Mrs Katy Deacon BEng MEng CEng MIET
- Miss Abbie Huddy MEng CEng FIMechE MIET

10.9. Dr Arthur withdrew from the meeting for the following item.

10.10. The Board approved the re-appointment of Dr Colin Arthur as Honorary Treasurer for the Session 2020/21.

10.11. The Board approved the following candidates for election to fill the vacancies for Ordinary Members of Council arising on 1 October 2021:

- Mr Shane Bennison BSc MSc CEng FIET
- Miss Macauley Kenney BS MS
- Professor Wai Yie Leong BEng PhD CEng FIET
- Mr Hisham Rojoa MA MEng MBA MIET
- Mr Vivek Ram Vasani BTech MIET

10.12. The Board approved the following appointments to the Audit and Risk Process Committee, Finance and Investment Committee, Disciplinary Board and Preliminary Investigation Board from 1 October 2020:

Audit and Risk Process Committee

- Mr Rob Edmunds MEng CEng MIET
- Dr Ozak Esu BEng PhD CEng MIET
- Dr Paul Needham PhD CEng FIET

Finance and Investment Committee

- Mr Rob Edmunds MEng CEng MIET
- Dr Ozak Esu BEng PhD CEng MIET
- Dr Paul Needham PhD CEng FIET

Disciplinary Board

- Mr Gordon Burrows MIET
- Mr Mark Curtis CEng MIET
- Eur Ing Professor Amanda Dowd CEng FIET
- Mr Bryan Dundas CEng MIET
- Dr Robert Gaitskell QC CEng FIET
- Mr Robert Foster CEng FIET
- Mr Peter Hales CEng MIET
- Mr Martin Richley CEng MIET
- Mr Keith Ridley CEng FIET
- Mr Iain Sturrock CEng FIET
- Dr Anthony Whitehead FIET

Preliminary Investigation Board

- Mr Andrew Allaway IEng FIET
- Mr Paul Finnerty IEng FIET
- Mr Robert Forsyth CEng FIET

- Mr Christopher Gill CEng FIET
- Ms Philippa Ryan CEng MIET
- Dr Shawn Tan CEng MIET
- Mr Alnoor Thawer CEng MIET

10.13. The Board approved the re-appointment of Dr Paul Bishop as Chair of the Disciplinary Board from 1 October 2020:

10.14. Mr Edwards introduced and the Board noted a proposal for the appointment of two Ordinary Members to the Nominations and Succession Committee for the Session 2020/21 (T(20)63). Following discussion it was agreed to appoint:

- Ms Yewande Akinola
- Dr Ian Belger

11. Reserves and Match-funding

11.1. Mr Edwards introduced and the Board noted a proposal for Match-funding from the IET Reserves (T(20)64).

11.2. Following discussion, the Board approved an additional £1M of match-funding.

12. Audit and Risk Process Committee

12.1. Professor George introduced and the Board noted a proposal for changes to the IET's Reserved and Delegated Authorities Policy (T(20)65).

12.2. Following discussion, the Board approved changes to the IET's Reserved and Delegated Authorities Policy.

13. Equality, Diversity and Inclusion

13.1. Ms Allen introduced and the Board noted a progress report on the Equality, Diversity and Inclusion Strategy (T(20)66).

13.2. During discussion it was suggested that consideration should be given to whether the pace of progress might be improved by employing additional dedicated staff and co-operating actively with other Professional Engineering Institutions.

13.3. The Board agreed that the progress over the past year had been very encouraging and that it fully supported the plans to deliver further benefits over the next Session.

14. Chief Executive and Secretary's Report

Mr Fine introduced and the Board noted a report from the Chief Executive and Secretary (T(20)67).

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: Dr Simon Harrison;

15.1.2. Membership and Professional Development Board: Professor Phil Blythe;

15.1.3. Volunteer Engagement Board: Ms Dawn Ohlson.

16. 150th Anniversary of the IET

The Board noted a progress report on plans for the 150th Anniversary of the IET (T(20)68).

17. Finance and Investment Committee

The Board noted a report from the Finance and Investment Committee (T(20)69).

18. Know Your Customer

The Board noted a report on the approval of the business justification and the budget for the Design Stage for Phase 3 of the Know Your Customer Programme (T(20)70).

19. Council

The Board noted a report from Council (T(20)71).

20. Awards and Prizes

The Board noted a report on the Achievement Medals for 2020 (T(20)72).

21. Safeguarding of Children and Adults at Risk

The Board noted an annual report on Safeguarding of Children and Adults at Risk (T(20)73).

22. Globalisation Team

The Board noted a report on the proposal for a Globalisation Team (T(20)74).

23. Cyber Security

The Board noted a report on Cyber Security (T(20)75).

24. Member Survey

The Board noted a report on a geographical analysis of the data in the 2019 IET Member Survey (T(20)76).

25. Vote of Thanks

It was agreed to record a Vote of Thanks to those members retiring from the Board of Trustees on 30 September 2020.

26. Feedback on Board Meeting

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

27. Classification of Board Papers

27.1. The Board noted that sixteen 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:

27.1.1. information relating to negotiations, commercial or otherwise, where disclosure could prejudice the IET's position, or could prejudice future negotiations of a similar nature;

- 27.1.2. 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;
- 27.1.3. information which if disclosed might result in premature publicity of courses of action that might not, in the end, be followed;
- 27.1.4. legal advice or Counsel's opinion, or were otherwise covered by legal professional privilege or concerned active legal proceedings;
- 27.1.5. information which could be used externally to create legal challenge, reputational risk or commercial advantage.

28. Date of Next Meeting

Thursday, 1 October 2020 at 5.00 pm (virtual meeting).