

9 October 2020

PAPER CLASSIFICATION: OPEN

**Minutes of the Meeting of the
BOARD OF TRUSTEES
held on Thursday, 1 October 2020 at 5.00 pm
via virtual meeting**

Present: Professor Danielle George (President)
Miss Yewande Akinola
Dr Colin Arthur
Dr Ian Belger
Dr Bicky Bhangu
Professor Phil Blythe
Dr Peter Bonfield
Professor Bob Cryan
Mr Joe Dunn
Dr Andy Harter
Ms Rachel Hurst
Dr Gopi Katragadda
Professor Paul Needham
Ms Dawn Ohlson
Professor Kate Sugden
Air Marshal Sir Julian Young

By invitation: Mr Neil Burton (Mills & Reeve LLP) (Minute 13)

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 Kelly Bishop (Strategic Planning Manager) (Minute 11)
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)
Ms Eloisa de la Maza (Governance Executive)
Ms Michelle Richmond (Director of Membership and Professional Development)
Mr Andrew F Wilson (Head of Governance)

1. Welcome

The President welcomed the new Trustees to the meeting and invited them to introduce themselves.

2. Conflicts of Interest

No conflicts of interest were declared.

3. Minutes

The Minutes of the meeting held on 7 September 2020 (T(20)M7) 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)77).
- 4.2. With reference to Minute 8.2 of T(18)M6, Mr Edwards reported that progress was being made towards a final version of the CIRED AISBL statutes and it was hoped that they would be signed before the end of 2020.
- 4.3. With reference to Minute 12.2 of T(20)M5, Mr Edwards reported that the inclusion of extra information on risk appetite in the risk section of Board and Committee papers would begin later in the year.
- 4.4. With reference to Minute 5.3 of T(20)M7, Mr Edwards reported that the contract for the refurbishment of Michael Faraday House had not yet been signed.
- 4.5. With reference to Minute 10 of T(20)M7, Mr Edwards reported that the Board of Trustees had approved by correspondence the nomination of Mr Jolyon Caplin as a candidate for election to Council.
- 4.6. With reference to Minute 11.2 of T(20)M7, Mr Edwards reported that the approved match-funding from the IET Reserves had been put into place.

5. Introduction by President

- 5.1. The President thanked Dr Peter Bonfield for chairing the Board over the past year and congratulated him on his successful Presidency.
- 5.2. The President set out her plans for the Session 2020/21 and described the arrangements for the President's Address on 8 October 2020.

6. COVID-19

- 6.1. Mr Fine gave an oral report on matters concerning COVID-19 and drew attention to the written report in the Appendix to T(20)89.
- 6.2. He drew attention to the impact of the pandemic on the IET's venues in London and Birmingham and the UK Government decision not to allow conference venues to reopen on 1 October 2020 as previously indicated. He also highlighted that although some IET events had been cancelled this had been partially compensated by the increase in the number of virtual events. Some human resource rebalancing would be necessary to reflect the forecast demand at UK venues, which would follow appropriate staff consultation. He commented on the re-opening of the offices in China and the continued closure of the offices in India and the USA. In reply to a question he commented on the risk assessment for proposed events, which followed local government guidelines, and the liability consideration for those attending IET events.
- 6.3. In reply to questions, Ms Richmond described the effect of the pandemic on membership recruitment and retention.

7. Finance and Performance

- 7.1. Mr Almond gave an oral report on the finance and performance of the IET and drew attention to the financial data on the first 8 months of the year in paper T(20)89. Detailed information about the projections for 2021 would be brought to the Trustees Planning Meeting in November 2020.
- 7.2. Sir Julian Young reported that the Finance and Investment Committee intended to bring a proposal concerning the triennial valuation of the IET Superannuation and Assurance Scheme to the next meeting of the Board.

8. Trustee Champions

- 8.1. The President introduced and the Board noted a proposal for Trustee Champions for the Session 2020/21 (T(20)78).
- 8.2. The Board approved the appointment of Trustee Champions for the Session 2020/21:
 - Trustee champion for IET 150th Anniversary – Professor Danielle George.
 - Trustee champion for Equality, Diversity and Inclusion – Miss Yewande Akinola.
 - Trustee champions for Know Your Customer – Dr Ian Belger and Air Marshal Sir Julian Young.
 - Trustee champion for Strategic Engagement and Partnerships – Dr Andy Harter.
 - Trustee champions for Strategic KPIs – Dr Colin Arthur, Dr Ian Belger and Air Marshal Sir Julian Young.
 - Trustee champion for Young Professionals (a Trustee under the age of 30 at the time of election) – Mr Joe Dunn.

9. Indian Goods and Service Tax Registration

- 9.1. Mr Almond introduced and the Board noted a proposal for Indian Goods and Service Tax Registration (T(20)79)
- 9.2. Following discussion the Board approved the proposal for Indian Goods and Service Tax Registration and agreed that:

“The Institution of Engineering and Technology (“IET”) hereby solemnly affirms and declares Mr Nigel Fine to act as an authorised signatory for the IET, for which the application for registration is being filed and for appointing an authorised representative in India under the Central Goods and Service Tax Act, 2017. All his actions in relation to this business will be binding on us.”

10. Terms of Reference

- 10.1. Mr Grant introduced and the Board noted a proposal to amend the terms of reference of Committees (T(20)80).
- 10.2. It was noted that the Technical and Professional Networks (TPNs) had recently been renamed as Technical Networks (TNs). The TPNs were introduced in 2006 following the merger of the Institution of Electrical Engineers and the Institution of Incorporated Engineers. From 2000 to 2006 they had been called Professional Networks (PNs) and before that Professional Groups (PGs).
- 10.3. Following discussion the Board approved amendments to the Terms of Reference of the Communities Resourcing Committee, the regional Communities Committees, and the Technical Networks Communities Committee.

11. Strategic KPIs and Ten Year Strategy

- 11.1. Mr Fine and Mr Almond introduced and the Board noted a report on Strategic KPIs and the Ten Year Strategy (T(20)81).
- 11.2. It was noted that the IET's strategic planning horizon had been extended beyond the three to four-year finance and performance framework used to guide shorter-range development and sustainability. The paper gave a progress report on the development of the IET Ten Year Strategy (IET 2030) and recommended an update to the IET's Strategic Key Performance Indicators (KPIs) to reflect the Strategic Themes and Societal Challenges. There were nineteen Strategic KPIs being measured or tested in 2020. The paper proposed changing this to a balanced set of nine Strategic KPIs, with eight of the ten remaining KPIs to be monitored as Operational/Board level KPIs.
- 11.3. During discussion the following points were made:
 - 11.3.1. Dr Katragadda suggested that there should be a KPI on global reach and impact;
 - 11.3.2. Dr Bhangu suggested that there should be strategic KPIs for staff;
 - 11.3.3. Mr Dunn commented that the proposed KPI for Sustainable Planet, of attending a conference in 2021, was very short-term;
 - 11.3.4. Miss Akinola commented that the proposed Innovation and Policy KPI only addressed the UK government and not industry;
 - 11.3.5. Dr Arthur commented that the assumption that nineteen KPIs was too many was not explained in the paper;
 - 11.3.6. Professor George asked whether there should be a separate KPI for Equality, Diversity and Inclusion, rather than assuming they were embedded in each one.
- 11.4. Mr Fine explained that some issues were already measured by targets or metrics that were not included in the paper, such as the targets for staff and the metrics for Equality, Diversity and Inclusion which were benchmarked against the Royal Academy of Engineering Framework. Sir Julian Young suggested that it would be helpful for the Board to see a list of those issues at the next meeting.
- 11.5. Ms Allen commented that there was an intention to collect anonymised data on the protected characteristics of members, which would allow the IET to set annual diversity targets as part of the Equality, Diversity and Inclusion Strategy (Minute 12.2 of T(18)M7 refers).
- 11.6. Following discussion the Board approved the general approach to the Strategic KPIs for 2021. It agreed that the detailed proposals for KPIs should be brought to the Trustees Planning Meeting in November 2020.
- 11.7. Ms Allen gave a brief oral report on work with some staff focus groups to develop an overall narrative of the Ten Year Strategy. It was intended that this should next be discussed with a focus group comprising the President and Deputy Presidents.

12. 150th Anniversary of the IET

- 12.1. The President introduced and the Board noted a progress report on plans for the 150th Anniversary of the IET (T(20)82).

- 12.2. The year of celebration had been launched on 1 October 2020 and would include the #DifferenceMakers campaign to find those who were using engineering and technology solutions to solve a variety of global challenges across the world, as well as recognising the IET's rich history and feature unexpected partnerships in unexpected places to inspire the next generation of engineers.
- 12.3. Ms Allen drew attention to the updated IET@150 brochure which outlined many of the events taking place during the anniversary year (Appendix A to T(20)82).

13. Legal Update

- 13.1. The Board noted with sadness the recent death of Mr Dom Pickersgill, IET General Counsel.
- 13.2. Mr Burton gave a presentation to the Board of Trustees from Mills & Reeve LLP solicitors on recent and forthcoming legal issues of interest to the Institution (T(20)83). Subjects covered included:
- charity governance in a digital world looking forward;
 - charities and non-charities working together;
 - an update on the Charity Governance Code for Larger Charities.
- 13.3. The President thanked Mr Burton for his interesting presentation.

14. Routine Matters

- 14.1. The Board noted:
- 14.1.1. Royal Charter and Bye-laws.
- 14.1.2. Constitution of the Board of Trustees for 2020/21 (T(20)84).
- 14.1.3. Terms of reference of IET Boards and Committees (T(20)85).
- 14.1.4. Investment Policy (T(20)86).
- 14.1.5. Reserves Policy (T(20)87).
- 14.1.6. Reserved and Delegated Authorities Policy (T(20)88).
- 14.1.7. Volunteer Handbook.
- 14.1.8. Annual Report and Accounts 2019.

15. Chief Executive and Secretary's Report

The Board noted a report from the Chief Executive and Secretary (T(20)89).

16. A F Harvey Engineering Research Prize

The Board noted a report on the award of the A F Harvey Engineering Research Prize (T(20)90).

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 which could be used externally to create legal challenge, reputational risk or commercial advantage.

19. Date of Next Meeting

Friday, 6 November 2020 at 2.00 pm (virtual meeting).