

30 June 2023

PAPER CLASSIFICATION: OPEN

**Minutes of the Meeting of the
BOARD OF TRUSTEES
held on Friday, 16 June 2023 at 2.00 pm
at Savoy Place, London WC2, and via Virtual Meeting**

Present: Professor Bob Cryan (President)
Dr Bicky Bhangu
Mrs Katy Deacon
Ms Anni Feng
Ms Samantha Hubbard
Ms Rachel Hurst
Dr Gopi Katragadda
Dr Carol Marsh
Professor Ronjon Nag
Professor Paul Needham
Professor Kate Sugden (Minutes 1-18)

By invitation: Ms Sarah Hillary (BDO LLP) (Minute 8)

In attendance: Mrs 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)
Mrs Morna Dason-Barber (Director of Human Resources)
Mr Giles Grant (Director of Knowledge Services and Solutions)
Mr Zaheed Hussein (General Counsel)
Mr Christopher Knibb (Director of Governance and External Engagement)
Ms Eloisa de la Maza (Governance Executive)
Ms Michelle Richmond (Director of Membership and Professional Development)
Mr Simon White (Director of Change and Performance)
Mr Andrew F Wilson (Head of Governance)

1. Apologies for Absence

Apologies for absence were received from Professor Timothy Dafforn, Miss Abbie Hatty, Professor Sarah Spurgeon and Sir Julian Young.

2. Conflicts of Interest

Professor Sugden declared that she was a Trustee of Foothold, the IET Benevolent Fund. The Board agreed that Professor Sugden should withdraw from the meeting for the item on Foothold (Minute 19 refers).

3. Minutes

- 3.1. The Minutes of the meeting held on 4 May 2023 (T(23)M3) were approved and signed as a correct record, subject to the following amendment:

To insert after Minute 11.1:

11.2 It was noted that the details of the bank account were:

HSBC account name:	The Institution of Engineering and Technology Inspec Asia Pacific Representative Office
HSBC account number:	502-301070-001

4. Actions Taken or Outstanding

Mr Wilson introduced and the Board noted a report on actions taken or outstanding since the previous meeting of the Board (T(23)41).

5. Strategy Meeting

- 5.1. Professor Cryan reported on the issues covered at the Trustees and Council Strategy Input Meeting held over the past two days.
- 5.2. Mr Almond reported that formal proposals arising from the matters discussed would be brought to the Board of Trustees for approval in due course.
- 5.3. Dr Marsh commented that the Council Regulations required the election of a Chair of Council each year, which did not allow succession planning and resulted in a lack of continuity.

6. Approach to Budgeting

Mr White introduced and the Board noted a report on Approach to Budgeting (T(23)42).

7. Nominations and Succession Committee

- 7.1. Mr Knibb introduced and the Board noted a report from the Nominations and Succession Committee (T(23)44).
- 7.2. Following discussion the Board approved:
 - 7.2.1. the allocation of newly elected Council members to the three Main Boards for the next Session:

Dr Nike Folayan	Volunteer Engagement Board
Sophie Harker	Membership and Professional Development Board
Sam Presley	Membership and Professional Development Board
Dr Stephen M Pybus	Knowledge Services and Solutions Board
Dr Larissa Suzuki	Knowledge Services and Solutions Board
Thilini Wasundara	Volunteer Engagement Board

- 7.2.2. the appointment of three Ordinary Members of Council from 1 October 2023 and their allocation to the three Main Boards:

Dr Imran Shafique Ansari	Knowledge Services and Solutions Board
Wolf Byttner	Membership and Professional Development Board
Yew Kee Lim	Volunteer Engagement Board

- 8.2. During discussion the following comments were made:
- 8.2.1. Professor Nag commented about the impact of the proposed actions;
 - 8.2.2. Dr Katragadda commented about the governance of organisations similar to the IET;
 - 8.2.3. Professor Sugden commented that changing the number of Trustees might affect the diversity of the Board and she drew attention to the conflicts arising from being both a Trustee of the IET and of Foothold;
 - 8.2.4. Ms Hubbard commented on the timing of the implementation of the action plan;
 - 8.2.5. Ms Feng asked about best practice on the number of Trustees and Ms Hillary replied that the *Charity Governance Code* recommended between 5 and 12 Trustees;
 - 8.2.6. Dr Bhangu commented that extending the term of the President would result in a longer Trustee term, already normally 10 years (3 years as Ordinary Trustee, 3 years as Vice President, 2 years as Deputy President, 1 year as President, 1 year as Past President), and splitting the role of President from Chair of the Board of Trustees might lead to confusion;
 - 8.2.7. Professor Sugden commented that the role of Council members on Main Boards had proved effective, but changes to the separate role of Council might be considered;
 - 8.2.8. Mr Almond asked whether the Board of Trustees and Council model was considered effective and Ms Hillary replied that this model had been adopted by other organisations that found it helpful;
- 8.3. The Board approved that the report should be referred to Council and the Nominations and Succession Committee for discussion; and that the staff should draft a response to the recommendations in the report for consideration at the next meeting of the Board.

9. See Confidential Minute

10. Terms of Reference

- 10.1. Mr Knibb introduced and the Board noted a proposal to amend the terms of reference of Boards and Committees (T(23)46).
- 10.2. Following discussion the Board approved the proposed amendments to the terms of reference of the Policy Oversight Committee and the Policy and Insight Panels.

11. Risk Strategy and Appetite

- 11.1. Mr Knibb introduced and the Board noted a report on Risk Strategy and Appetite (T(23)47).
- 11.2. Following discussion the Board approved the updated Risk Strategy.

12. Subsidiary Companies in China

- 12.1. Mr Hussein introduced and the Board noted a report on the Subsidiary Companies in China (T(23)48).

- 12.2. Following discussion the Board approved:
- 12.2.1. that Mr Ed Almond should resign as a director of IET Engineering and Technology Consultancy (Beijing) Company Limited, a wholly foreign-owned enterprise (WFOE);
- 12.2.2. the appointment of Mr David Bunyan as a director of IET Engineering and Technology Consultancy (Beijing) Company Limited.

13. Career Mentoring

Mr Knibb introduced and the Board noted a report on the Career Mentoring Project (T(23)49).

14. Council

- 14.1. Mr Knibb introduced and the Board noted a report from Council (T(23)50).
- 14.2. Following discussion, the Board approved the proposal for a medium-term project to setup the acquisition, curation, and dissemination of individuals' career experience stories, as a means of inspiring others within and into the engineering profession.

15. Know Your Customer

- 15.1. Mrs Allen introduced and the Board noted a progress report on the Know Your Customer Project (T(23)51).
- 15.2. Following discussion, the Board approved the proposal for additional expenditure of £214k, to cover the anticipated overspend against the previously approved funding of £6,094k.

16. Equality, Diversity and Inclusion

Ms Deacon gave an oral report as Chair of the Equality, Diversity and Inclusion Working Party. A detailed written report would be brought to the next meeting of the Board.

17. Chief Executive and Secretary's Report

Mr Almond introduced and the Board noted the report from the Chief Executive and Secretary (T(23)52).

18. Remuneration Committee

The Board noted a report from the Remuneration Committee (T(23)53).

19. See Confidential Minute

20. Feedback on Board Meeting

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

21. Classification of Board Papers

- 21.1. The Board noted that twelve 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:

- 21.1.1. information relating to negotiations, commercial or otherwise, where disclosure could prejudice the IET's position, or could prejudice future negotiations of a similar nature;
- 21.1.2. 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;
- 21.1.3. information which if disclosed might result in premature publicity of courses of action that might not, in the end, be followed;
- 21.1.4. legal advice or Counsel's opinion, or were otherwise covered by legal professional privilege or concerned active legal proceedings;
- 21.1.5. information considered confidential to a third-party relationship, or which could be used externally to create legal challenge, reputational risk or commercial advantage.

22. Date of Next Meeting

Monday, 4 September 2023 at 4.00 pm at Austin Court, Birmingham.