

2 April 2024

**PAPER CLASSIFICATION: OPEN**

**Minutes of the Meeting of the  
BOARD OF TRUSTEES  
held on Thursday, 21 March 2024 at 5.00 pm  
via Virtual Meeting**

Present: Dr Gopichand Katragadda (President)  
Ms Yewande Akinola  
Professor Bob Cryan  
Mrs Katy Deacon  
Mr Warren East (Minutes 1-9)  
Ms Anni Feng  
Dr Simon Hart  
Ms Samantha Hubbard  
Miss Abbie Huty  
Dr Carol Marsh  
Professor Ronjon Nag  
Ms Dawn Ohlson (Minutes 8-22)  
Colonel Andy Rogers  
Ms Mamta Singhal  
Professor Sarah Spurgeon

In attendance: Mrs Toni Allen (Chief Engagement and Growth Officer)  
Mr Ed Almond (Chief Executive and Secretary)  
Mr Richard Best (Chief Technology Information Officer)  
Mrs Morna Dason-Barber (People Director)  
Mr Zaheed Hussein (General Counsel)  
Ms Sara Killingworth (Portfolio and Product Management Director)  
Mr Christopher Knibb (Governance and External Engagement Director)  
Ms Eloisa de la Maza (Governance Executive) (Minutes 1-7)  
Dr Laura Norton (Head of Equality, Diversity and Inclusion) (Minute 7)  
Ms Michelle Richmond (Interim Operations Director)  
Mr John Sullivan (Chief Technology Information Officer)  
Mr Simon White (Chief Finance Officer)  
Mr Andrew F Wilson (Head of Governance)

**1. Apologies for Absence**

Apologies for absence were received from Professor Timothy Dafforn.

**2. Conflicts of Interest**

It was noted that Colonel Rogers was a Trustee of Foothold, the IET Benevolent Fund and he had therefore not received a copy of paper T(24)28 (Minute 16 refers).

**3. Minutes**

The Minutes of the meeting held on 22 February 2024 (T(24)M2) were approved and signed as a correct record, subject to the following amendment:

Minute 4.3: “the Board noted the reassurances regarding due diligence” to read “the Board noted the reassurances regarding due diligence, and the plans to mitigate risks which had been highlighted by the third party diligence report and discussed by the Project Morgan Working Party”.

#### **4. Actions Taken or Outstanding**

- 4.1. Mr Wilson introduced and the Board noted a report on actions taken or outstanding since the previous meeting of the Board (T(24)19).
- 4.2. With reference to Minute 15.4 of T(23)M4, Dr Hart asked why discussion of funding for a Global Challenge Award had been deferred until September 2024. Mrs Allen undertook to provide a report to the Board in May 2023 instead.
- 4.3. With reference to Minute 5.3 of T(23)M7, Dr Hart asked why discussion of the proposal for the annual cycle of strategy and planning had been deferred until September 2024. Mr White replied that he needed a further six months to redraft the proposal.

#### **5. President’s Update**

- 5.1. The President presented an oral report on recent activities.
- 5.2. He drew attention to correspondence with the Charity Commission, the recent staff organisation changes, the acquisition of WISE Campaign CIC, matters concerning the Know Your Customer programme, and his plans for a series of virtual meetings with the membership in May/June 2024 linked to his theme of “Engineers and AI: The key to delivering a resilient future”.

#### **6. Chief Executive and Secretary’s Report**

- 6.1. Mr Almond introduced and the Board noted the Chief Executive and Secretary’s report (T(24)20).
- 6.2. He drew attention to financial performance, the recent staff organisation changes, the Engineering Council decision to end the Standards in a Foreign Language project, and the acquisition of WISE Campaign CIC.
- 6.3. Mr Almond introduced and the Board noted a proposal to review alternatives for the IET governance structure (Appendix C to T(24)20). He suggested that this be discussed at a future meeting.
- 6.4. Mr Almond reported that following the relaunch of *E+T* magazine it was intended to stop the separate issue of *Member News* magazine and to merge the content with *E+T* magazine from July 2024.
- 6.5. The Board noted a letter from the Charity Commission regarding the meeting between the IET and the Commission held on 16 November 2023 (Appendix A to T(24)20). Mr East commented that the letter repeated the Commission’s mistake in referring to a payment made to the IET as a payment made by the IET. It was suggested that this be drawn to the Commission’s attention.

#### **7. Equality, Diversity and Inclusion Report**

Mrs Deacon introduced and the Board noted the annual Equality, Diversity and Inclusion Report (T(24)21). The Board approved publication of the report.

## **8. Know Your Customer**

- 8.1. Mrs Allen introduced and the Board noted a progress report on the Know Your Customer Project (T(24)22(revised)).
- 8.2. See Confidential Minute.
- 8.3. It was agreed that an additional Board meeting should be held in April 2024 to discuss the progress of the Project.

## **9. Opportunities Matrix**

- 9.1. Mr Almond introduced and the Board noted a report on a Opportunities Matrix and the approach used for the assessment and prioritisation of growth opportunities (T(24)4).
- 9.2. Mr East commented that the proposals needed to address process as well as opportunities.
- 9.3. Mr Almond suggested that proposals for portfolio and product management should be presented to the Strategy Input Meeting in June 2024.

## **10. Governance Review**

- 10.1. Mr Knibb introduced and the Board noted a report on matters relating to the Governance Review (T(24)11).
- 10.2. With reference to Recommendation 30, the Board noted that the Complaints Policy had been reviewed and an updated version had been published on the IET website.
- 10.3. With reference to Recommendation 4, the Board noted a report on the term of the President (Appendix B to T(24)11). The Bye-laws allowed the President to serve a term of one, two or three years, however, since 1919 the practice had been to appoint a new President annually. Following discussion, the Board agreed that no changes to the current arrangements were required.
- 10.4. With reference to Recommendation 10, the Board noted a report on Trustee role descriptions (Appendix C to T(24)11). Definitions of the roles and responsibilities of the President, Trustees and Honorary Treasurer had been agreed in 2015 (Minute 10 of T(15)M7 refers). Following discussion, the Board agreed that no changes to the current definitions were required.

## **11. Company Directors**

- 11.1. Mr Wilson introduced and the Board noted a proposal for the appointment of company directors (T(24)23).
- 11.2. Following discussion the Board approved the appointment of Mrs Toni Allen as a director of IET Conventions Limited and IET Services Limited.

## **12. Bank Accounts**

- 12.1. Mr White introduced and the Board noted the proposal to open a bank account with Bank of China to enable member payments from China to the UK (T(24)24).
- 12.2. Following discussion the Board approved the opening of a merchant account with Bank of China and that the application forms be signed by any two Trustees.

### **13. Terms of Reference**

- 13.1. Mr Knibb introduced and the Board noted the proposal to amend the terms of reference of the Policy Oversight Committee (T(24)25).
- 13.2. Following discussion the Board approved the amended terms of reference for the Policy Oversight Committee and the appointment of Mr Craig Lucas as a co-opted member of the Committee.

### **14. Strategic Reviews**

Mr White introduced and the Board noted an update on Strategic Reviews (T(24)26).

### **15. IET Strategy Measurements**

- 15.1. Mr White introduced and the Board noted the proposal for IET Strategy Measurements (T(24)27).
- 15.2. Following discussion the Board approved the 5 external measures and 23 internal measures proposed in the paper.

### **16. Foothold**

The Board noted a report on Foothold, the IET Benevolent Fund (T(24)28).

### **17. Gender Pay Gap Report**

The Board noted the IET Gender Pay Gap Report for 2023 (T(24)29).

### **18. Apprentice Prize**

The Board noted a report on the Apprentice Prize (T(24)30).

### **19. Vote of Thanks**

It was agreed to record a Vote of Thanks to Mr Richard Best who was retiring from the IET in March 2024 after forty-one years' service.

### **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 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:
  - 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. Dates of Next Meetings**

22.1. Monday, 22 April 2024 at 5.00 pm (virtual meeting).

22.2. Thursday, 13 May 2024 at 5.00 pm (virtual meeting).