

7 September 2023

PAPER CLASSIFICATION: OPEN

**Minutes of the Meeting of the
BOARD OF TRUSTEES
held on Monday, 4 September 2023 at 4.00 pm
at Austin Court, Birmingham, and via Virtual Meeting**

- Present: Professor Bob Cryan (President)
Professor Timothy Dafforn
Mrs Katy Deacon
Ms Anni Feng
Ms Samantha Hubbard
Ms Rachel Hurst
Miss Abbie Huty
Dr Gopi Katragadda
Dr Carol Marsh
Professor Ronjon Nag
Professor Paul Needham
Professor Sarah Spurgeon
Professor Kate Sugden
Sir Julian Young
- By invitation: Mr Nathan Best (ClearCourse) (Minute 5.3-5.6)
Ms Christina Hamilton (ClearCourse) (Minute 5.3-5.6)
- 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 (Chief Finance Officer)
Mr Andrew F Wilson (Head of Governance)

1. Apologies for Absence

Apologies for absence were received from Dr Bicky Bhangu.

2. Conflicts of Interest

Professor Sugden declared that she was a Trustee of Foothold, the IET Benevolent Fund.

3. Minutes

The Minutes of the meeting held on 16 June 2023 (T(23)M4) were approved and signed as a correct record.

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)56).

5. Know Your Customer

- 5.1. Mrs Allen introduced and the Board noted a progress report on the Know Your Customer Project (T(23)57).
- 5.2. See confidential Minute.
- 5.3. The President welcomed Ms Hamilton and Mr Best (ClearCourse) to the meeting.
- 5.4. Ms Hamilton apologised to the Board for the late delivery of the programme and the most recent postponement of the final delivery date.
- 5.5. The Trustees asked a number of questions and sought reassurance and an understanding of mitigations from ClearCourse to ensure that that the recently agreed final delivery date would be met. The President thanked Ms Hamilton and Mr Best for attending the meeting.
- 5.6. Ms Hamilton and Mr Best left the meeting.
- 5.7. See confidential Minute.

6. Royal Charter and Bye-laws

Mr Wilson introduced and the Board noted a report on the Special General Meeting held on 15 June 2023 (T(23)58).

7. Governance Review

- 7.1. Mr Knibb introduced and the Board noted a report on the response to the Governance Review (T(23)59). The paper included responses provided by Council, the Nominations and Succession Committee and the staff.
- 7.2. Following discussion the Board agreed that Trustees should contact Mr Knibb after the meeting to highlight which items they wished to discuss in greater detail at a subsequent meeting. Consideration of matters arising from the Governance Review would be deferred until later meetings of the Board.

8. Presentation: Disability and Inclusion

Mrs Deacon gave a presentation to the Board about Disability and Inclusion.

9. Nominations and Succession Committee

- 9.1. Mr Knibb introduced and the Board noted a report from the Nominations and Succession Committee (T(23)60).
- 9.2. The Board approved the appointment of Mr Warren East CBE FREng FRS MA MBA CEng FIET to fill the casual vacancy for a Deputy President from 1 October 2023.
- 9.3. The Board approved the appointment of Mr Warren East CBE FREng FRS MA MBA CEng FIET as President from 1 October 2024.

- 9.4. The Board approved the appointment of Ms Samantha Hubbard BEng IEng FIET as Deputy President from 1 October 2024.
- 9.5. The Board approved the following candidates for election to fill the two vacancies for Vice Presidents arising on 1 October 2024:
- Professor Tim Dafforn BSc PhD FIET
Professor Paul Needham PhD CEng FIET
- 9.6. In accordance with Bye-law 64(b), the Board resolved that, whilst not a registered member or similarly qualified, Professor Dafforn was eligible for election.
- 9.7. The Board approved the following candidates for election to fill the two vacancies for Ordinary Members of the Board of Trustees arising on 1 October 2024:
- Mr Mark Goudie MEng CEng FIET (under 36)
Mr Ian MacGillivray BEng CEng MIET
- 9.8. The Board approved the following candidates for election to fill the vacancies for Ordinary Members of Council arising on 1 October 2024:
- Dr Jeremy Creasey BSc PhD CEng FIET
Professor Will Drury MEng CEng FIET
Mr Andy Hughes BEng CEng FIET
Mrs Katherine Jackson BSc MEng CEng MIET
Mr Olaf Li MIET
Eur Ing Dr Kenny Otiaba PhD CEng MIET
- 9.9. The Board approved the appointment of the following members of the Preliminary Investigation Board and the Disciplinary Board for a term of three years from 1 October 2023:

Preliminary Investigation Board

Mrs Sally Holloway MBA BEng CEng MIET
Eur Ing Zahangir Hussain CEng MIET IntPE(UK)
Eur Ing Michael Jones BSc CEng FIET
Mr Stephen Mason BSc CEng FIET
Mr Andy Mills CEng MIET
Mr Mark Richardson CEng MIET
Mr Keith Ridley MSc CEng FIET CMgr MCMi
Mrs Carolyn Story BSc CEng FIET
Dr Martin Thomas PhD FIET
Mr Gary Thompson BTech DipEE MBA CEng MIET
Dr Christopher To BEng MA CEng FIET

Disciplinary Board

Mrs Gabriela Ahmadi-Assalemi MSc MIET
Mr Andrew Allaway IEng FIET
Mr James Barlow CEng MIMarEST FIET
Mr Lee Coles MIET
Eur Ing Robert Forsyth CEng FIET CMgr FCMI
Mr Scott McAlpine BSc CEng MIET
Mr Darach O'braonain BE MIET
Mr Mikel Sanz Pena CEng MIET
Mr Duncan Swan BEng CEng FIET

Dr Shawn Tan BEng PhD CEng MIET
Mr Alan Watts BSc CEng FIET
Mrs Sally Wells BEng MEng CEng MIET
Mr Simon Wilkins MEng CEng FIET

- 9.10. The Board approved the appointment of Colonel Andy Rogers as a representative of the IET on the Board of Foothold for a term of three years from 1 October 2023.
- 9.11. The Board discussed the proposal concerning canvassing in IET elections and agreed that:
- 9.11.1. the IET should promote all election candidate statements on the IET's social media channels, in a way that would ensure fairness in reach, and direct voting members to read the full election candidate statements on the voting portal;
- 9.11.2. additional social media channels should be used to promote election candidate statements in countries where FaceBook, Instagram, LinkedIn and Twitter did not operate, or were not dominant;
- 9.11.3. Clause 26 of the IET Rules of Conduct, which forbade candidates to “undertake, or permit to be undertaken on their behalf, organised canvassing by means of circulars or otherwise” should not be amended.
- 9.12. Mr Knibb introduced and the Board noted a proposal to appoint two Ordinary Members to the Nominations and Succession Committee for the next Session (T(23)61). Following discussion it was agreed to appoint:

Mrs Katy Deacon BEng MEng CEng MIET
Ms Anni Feng MEng CEng MIET

10. Company Directors

- 10.1. The Board noted a proposal for the appointment of company directors (T(23)62).
- 10.2. The Board approved:
- 10.2.1. the appointment of Ms Yewande Akinola, Dr Simon Hart and Mr Simon White as directors of IEE Conventions Limited and IET Services Limited;
- 10.2.2. the appointment of Dr Simon Hart as Chair of the Board of Directors of IEE Conventions Limited and IET Services Limited;
- 10.2.3. the appointment of Mr Simon White as a director of Faraday Computers Limited, IEE Services Limited, Inspec Limited, Peter Peregrinus Limited, IET (Canada), IET USA, Inc, Institution of Engineering and Technology, USA, and IET Engineering and Technology Consultancy (Beijing) Company Limited.

11. Audit and Risk Process Committee

- 11.1. Dr Katragadda introduced and the Board noted a report from the Audit and Risk Process Committee (T(23)63).
- 11.2. Following discussion the Board approved the proposed changes to the Reserved and Delegated Authorities Policy, subject to amending “Director of Finance and Planning” to read “Chief Finance Officer” throughout.

11.3. The Board approved the proposed response on risk management policies and procedures in the Annual Return to the Charity Commission.

12. Equality, Diversity and Inclusion

12.1. Mrs Deacon introduced and the Board noted a proposal from the Equality, Diversity and Inclusion Working Party (T(23)64).

12.2. Following discussion the Board agreed to approve in principle the proposal to increase the number of Main Boards from three to four and to create a new Main Board to replace the Equality, Diversity and Inclusion Working Party, subject to the proposal of appropriate terms of reference.

13. Terms of Reference

13.1. Mr Knibb introduced and the Board noted a proposal to amend the terms of reference of Boards and Committees (T(23)65).

13.2. Following discussion the Board approved amendments to the terms of reference of the:

- Membership and Professional Development Board;
- Knowledge Services and Solutions Board;
- Volunteer Engagement Board;
- Communities Resourcing Committee;
- Volunteer Support Working Party;
- Young Professionals Committee.

14. Council

14.1. Mr Knibb introduced and the Board noted a report from Council which included a report on Engineers as Leaders (T(23)66).

14.2. Following discussion the Board approved a proposal to:

14.2.1. use the insights from the survey and report on Engineers as Leaders to refine Learning and Development Services/Programmes/Initiatives for engineering members on their leadership journey;

14.2.2. poll the membership on Engineers as Leaders;

14.2.3. play a relevant and crucial role in the development of admired engineering leaders in our work and society.

15. Global Challenge Award

15.1. Mrs Allen introduced and the Board noted a proposal for a Global Challenge Award (T(23)67).

15.2. The proposed award would support researchers addressing global and future challenges in the telecommunications industry to drive new scientific discoveries and breakthroughs to transform the world. It would be funded by donations from Corporate Partners, including an offer already made by Huawei. Some of the funding would be used to support the IET's operating costs.

15.3. During discussion it was suggested that the proposal should be amended to make the IET's control of the award and decision-making more explicit and to remove the

option for donors to veto the IET's decisions. It was suggested that the quantum of awards should be considered and that the proposal might include elements not addressed by similar Horizon Prizes, such as fast turn-around for applications. It was suggested that instead of restricting 50% of awards to women, the awards should address broader issues of Equality, Diversity and Inclusion.

15.4. Following discussion the Board approved:

15.4.1. the concept of a Global Challenge Award, subject to consideration of the amendments mentioned above;

15.4.2. discussions with Corporate Partners to establish their interest in funding the Award;

15.4.3. the carrying out of due diligence prior to reporting back to the Board of Trustees.

16. Subsidiary Companies in Hong Kong and USA

16.1. The Board noted a report on a Subsidiary Companies in Hong Kong SAR and the USA (T(23)68).

16.2. The Board approved that:

16.2.1. Mr Ed Almond should resign as a director from IET USA, Inc;

16.2.2. Mr Simon White be appointed as director of IET USA, Inc;

16.2.3. Norris McLaughlin Attorneys at Law should continue as in-country external counsel for the trading subsidiaries in USA and Mr Charles Bruder should step aside from being the relationship Partner.

17. IET Strategy 2030

The Board noted a progress report on the IET Strategy 2030 (T(23)69).

18. Chief Executive and Secretary's Report

18.1. Mr Almond introduced and the Board noted a report from the Chief Executive and Secretary (T(23)70). He drew attention to the following matters:

18.1.1. The number of new professional registrations in 2023 was ahead of target and compared well with other institutions for the first quarter of the year.

18.1.2. The number of members under the age of 40 was not forecast to achieve the KPI for the year, although an opportunity existed for improvement before the year-end.

18.1.3. The average journal impact factor target had been met for the year and revised metrics for the IET journal portfolio were under consideration.

18.1.4. The operating budget deficit of £6.2m remained achievable and there was cautious optimism that this could be improved before the year-end.

18.1.5. The IET had been approached by Sir Simon Bollom, Chair of the UK Government Nuclear Skills Taskforce which was addressing engineering skill-shortages in the nuclear sector.

18.1.6. The Career Mentoring pilot scheme had been launched on the day of the Board meeting.

18.1.7. The first issue of *E&T* magazine to be produced by Redactive would be published in September 2023.

18.1.8. The refurbishment of part of Savoy Hill House had been completed and new tenants were being sought, with the potential that further refurbishment work would not be required.

18.2. Professor Cryan presented a report on his recent visit to China.

19. Patron of the IET

The Board noted a progress report on the invitation to HM The King to become Patron of the Institution of Engineering and Technology (T(23)71).

20. Membership and Professional Registration

The Board noted a report on membership and professional registration propositions (T(23)72).

21. Foothold

The Board noted a report concerning Foothold, the IET Benevolent Fund (T(23)73).

22. Awards and Prizes

The Board noted a report on the Achievement Medals for 2023 (T(23)74).

23. Safeguarding of Children and Adults at Risk

The Board noted the annual report on Safeguarding of Children and Adults at Risk (T(23)75).

24. Vote of Thanks

It was agreed to record a Vote of Thanks to those members retiring from the Board of Trustees on 30 September 2023.

25. Feedback on Board Meeting

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

26. Classification of Board Papers

26.1. The Board noted that thirteen 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:

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

26.1.2. 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;

26.1.3. information which if disclosed might result in premature publicity of courses of action that might not, in the end, be followed;

26.1.4. legal advice or Counsel's opinion, or were otherwise covered by legal professional privilege or concerned active legal proceedings;

26.1.5. information considered confidential to a third-party relationship, or which could be used externally to create legal challenge, reputational risk or commercial advantage.

27. Date of Next Meeting

Thursday, 5 October 2023 at 5.00 pm (BST).