

FOUNDED 1860 INCORPORATED BY ROYAL CHARTER 1910

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THE ROYAL INSTITUTION OF NAVAL ARCHITECTS

Chief Executive: Trevor Blakeley CEng FRINA FIMarEST FIMechE



Sec/Board08Feb2017

10 Feb 2017

The Chairman and members of the Board of Trustees

Dear Trustees,

BOARD OF TRUSTEES MEETING – 8 Feb 2017

The draft minutes of the Board meeting held on 8 Feb 2017 are enclosed.

Yours sincerely

A handwritten signature in black ink, appearing to read 'T Blakeley'.

Trevor Blakeley
Chief Executive

Enclosures:

1. Minutes of Board meeting held on 8 Feb 2017
2. Risk Register (Rev Feb 2017)

THE ROYAL INSTITUTION OF NAVAL ARCHITECTS

Minutes of Board of Trustees meeting held on 8 Feb 2017

Present: T Boardley (Chairman)
J Frier (Treasurer)
D J Andrews
J De Rose
N Pattison
A King (Tele-link)
R Gehling (Tele-link)
T Blakeley (Chief Executive)
I Blackwood (Finance Director) – Part attendance
T Braine (Technical Director - haysmacintyre) – Part attendance

MINUTES OF MEETING 18 Oct 2017

1. The minutes were approved as a true record of the meeting

ACTIONS ARISING

2. Action 03/2016 (Para 4): Chief Executive to implement policy of free papers for members.
Outstanding
3. The Chief Executive reported that full implementation of the policy was dependent on the Products (ie publications) module being incorporated into the Tribe database system.
4. Action 04/2016 (Para 6): Chief Executive to request that Divisions carry out a self audit of their Constitution against the Board's TORs.
Outstanding
5. The Chief Executive reported that he was meeting with the President of the Australian Division shortly, at which time he would discuss the action with him.
6. Action 6/2016 (Para 14): Treasurer to clarify of a number of the Recommendations of the Report with the Chief Executive.
Complete
7. Action 7/2016 (Para 14): Treasurer to produce a summary of actions required by the Board and the Chief Executive to implement the Recommendations of the Report.
Complete
8. Action 8/2016 (Para 15): Chief Executive to produce a list of currently documented procedures and those requiring to be produced, the combination of which would be form the Policy & Procedures Manual
Complete
9. Action 9/2014 (Para 16). Chief Executive complete documenting procedures and compile the Policy and Procedures Manual by 1 June 2017 (Supersedes Action 18/2014)
Complete
8. Action 10/2016 (Para 17): Board to discuss the formation of a Strategic Plan at the next Board meeting.
Complete
10. Action 11/2016 (Para 19): Chief Executive to amend the Trustees' TORs to remove requirement for H&S Lead Trustee.
Complete

11. Action 12/2016 (Para 20): Chief Executive to introduce a H&S inspection (walk round) Log.

Complete

12. Action 13/2016 (Para 23): Board to renew its recommendation that Council reviewed its frequency of meetings.

Complete

FINANCE

2015-16 Annual Accounts

13. The Technical Director of Haysmacintyre presented the Independent Auditors' Report and Financial Statements. Following discussion, the Report and Financial Statements were accepted by the Board.

14. The Chief Executive advised Trustees that the Board of Trustees' Report now included the new statutory requirement to include statements on the Management of Risk and Senior Staff Remuneration. The Auditors had expressed the view that the proposed wording would meet the requirement. The Board of Trustees' Report was approved.

Post meeting Note: The Letter of Representation and Annual Accounts have been signed by the Treasurer on behalf of the Board and forwarded to the Auditors.

Departmental Report

15. The December Departmental Report was presented by the Chief Executive. In response to a related query, he stated that although the Aged Debtors was showing an increase, he did not consider this to be significant.

Cashflow and Investments

16. The Chief Executive reported that cash held in the bank at 31 Jan 2017 was £686K and the value of investments at 31 Jan 2017 was £4.038M. Although above the projected value at January, he considered that it would continue to match the projected cashflow profile.

RISK REGISTER

17. The Risk Register was reviewed and no changes made.

INTERNAL AUDIT

Internal Audit Report

18. It was recorded that no non-compliances had been found, and that all recommendations were accepted by the Board.

19. The Chief Executive reported that all Recommendations requiring amendment to documents had been implemented.

20. It was agreed that the recommended review of the investments' policy and performance would be carried out at the next Board meeting.

Policy & Procedures Manual

21. The Chief Executive reported that he had completed the action to produce a Policy & Procedures Manual, incorporating all current policies and procedures earlier than expected, but too late to include in the Agenda for the meeting. The Manual had been forwarded without the Annexes because of their size. It was

agreed that the Policy & Procedures Manual should be considered at the next Board meeting. The Chief Executive was actioned to forward the Annexes to the Policy & Procedure Manual.

Frequency of Internal Audits

22. It was agreed that the frequency and structure of the internal audit would be determined at the next Board meeting.

Strategic Plan

23. It was agreed that the recommendation of the Internal Audit to review the Strategic Plan for the Institution would be considered at the next Board meeting

Appointment of Auditors

24. Following discussion of the reasons for and against changing the auditors, it was agreed that haysmacintyre would be retained as the Institution's auditors for the 2016/2017 financial year, subject to adoption of the Resolution at the AGM.

COUNCIL MATTERS

25. The Chairman stated that he had no Council matters to report.

CHIEF EXECUTIVE'S REPORT

26. The Chief Executive presented his Report (Enclosed).

DATE OF NEXT MEETING

27. The next Board meeting will be held at 14:00 on 11 Apr 2017, following the Council meeting.

ACTIONS ARISING/OUTSTANDING

28. Action 03/2016 (Para 2): Chief Executive to implement policy of free papers for members.

29. Action 04/2016 (Para 4): Chief Executive to request that Divisions carry out a self audit of their Constitution against the Board's TORs.

30. Action 01/2017 (Para 21): The Chief Executive to forward the Annexes to the Policy & Procedure Manual.

Enclosures:

1. Chief Executive's Report
2. Risk Register

BOARD OF TRUSTEES' MEETING – 8 FEB 2017

CHIEF EXECUTIVE'S REPORT

This report covers the period 18 Oct 2016 – 07 Feb 2017

HEADQUARTERS

Post flooding repairs to the Lower Ground Floor have been completed, at a cost of £33K, fully covered by insurance. However, following renewal of the policy post the flooding, an excess of £25K has been introduced, justified because of the stated high flooding risk, omitted from the previous policy in error. The Environment Agency have no reports of such flooding in the area, and enquiries with adjacent properties have shown such restriction on cover is not normal. Alternative insurance cover will be investigated.

STAFF

Richard Halfhide has been appointed as the Editor of *The Naval Architect*.

IT

The switch from telephone calls over land based ISDN lines to calls over the Internet (VOIP), providing a saving on rental and particularly telephone call costs, has been completed.

VISITS PROGRAMME 2017

The Visits Programme for 2017 is shown in the Annex.

DIARY

I have represented the Institution at the following events since the last Report (in London unless otherwise stated)

Oct

- 21: Small Craft Surveyors Forum (Petersfield)
- 24: Newcastle University – Student Presentation
- 26: UCL – Student Presentation

Nov

- 1: Southampton Solent University – Student Presentation
- 11: Southern Joint Branch Annual Dinner (Southampton)
- 13: Confederation of European Maritime Technology Societies meeting (Istanbul)
- 13: Shipyard visit (Istanbul)
- 14: Istanbul Technical University

Dec

- 8-9: Maritime Technology Conference – Invited speaker (Dhaka)
- 13: RINA – BMT Design Award (Southampton University)

Feb

- 6: Chamber of Shipping Dinner

Annex:

2017 Visits Programme

Annex to Chief Executive's Report

Visits' programme for 2017

February

Genoa – RINA–de Marco Student Award + Branch meeting

Singapore – University + Branch + industry visits

Australia – RINA Conference “*Fixed & Floating Structures*” (Perth) + Section visits (WA + Tasmania + NSW) + University visits (AMC + UNSW) + industry visits (Hobart + Sydney)

March

St Johns - Memorial University Newfoundland - Academic Unit Planning (AUP) Process - External Panelist

April

Belgrade - Confederation of European Maritime Technology Societies Council meeting

China – Harbin Engineering University (invited visit) + RINA supported conference “*High Performance Marine Vessels*” (Shanghai) + Branch visit (Shanghai)

May

Genoa – RINA Conference “*Superyachts & Megayachts*”

Oslo – Norshipping

UK – RINA-BAE Systems Student Award (Strathclyde University)

June

Belgrade – RINA supported Conference “*International Ship Stability Workshop*” + University visit

Southampton – Seawork

Bath – RINA Conference “Warships”

Gosport – QinetiQ Schools Powerboat Challenge

Malta – Branch + Industry visits

September

Singapore – RINA Conference “*International Conference on Computer Applications in Shipbuilding*” + industry visits

Malaysia – University + Branch visits

Australia – RINA Conference “*International Maritime Conference*” (Sydney) + Pacific 2017 Exposition (Sydney)

UK – University visits and Student Awards (Strathclyde; Newcastle; Southampton; Southampton Solent; UCL)

October

Naples – RINA Conference “*High Speed Marine Vessels*”

Rome - Confederation of European Maritime Technology Societies Council meeting

November

Rotterdam – RINA Conference “*Power & Propulsion Alternatives*” + Europort.

Shanghai – Marintec 2017

December

Indonesia – RINA Conference “*International Conference on Ship & Offshore Technology*” (Jakarta) + University visits (Jakarta + Surabaya) + industry visits

ROYAL INSTITUTION OF NAVAL ARCHITECTS

RISK REGISTER (Rev Feb 2017)

	Risk Category		Risk	Prob. 1-5	Impact 1-5	Rating		Controls
1	Governance	1.1	That effective governance of the Institution will be prejudiced by a lack of knowledge and understanding by individual Trustees of their responsibilities as a Trustee	2	3	6	1.1.1	All Trustees have access to Charity Commission guidance on the roles and responsibilities of Trustees;
							1.1.2	All new Trustees receive an initial briefing on the role and operation of the Board of Trustees from the Chief Executive on appointment.
							1.1.3	Terms of Reference for the Board of Trustees and individual Trustees are published and routinely reviewed.
							1.1.4	All new Trustees are provided with copies of CC Guidance CC3, CC8, CC10, CC26 and RS11
							1,1,5	Trustees attend external training courses covering the administrative and financial aspects of Trustees' responsibilities, as available.
		1.2	That effective governance of the Institution will be prejudiced by a lack or imbalance of the necessary collective skills and knowledge of the Board of Trustees	2	2	4	1.2.1	The skills and experience of individual Trustees are identified and routinely reviewed .
							1.2.2	Non members of Council may be appointed as Trustees to provide the necessary skills, knowledge and experience
		1.3	That effective governance of the Institution will be prejudiced by a conflict of interests by individual Trustees.	2	2	4	1.3.1	All Trustees are required to make an annual report of interests
2	Financial	2.1	That Inadequate management of the Institution's finances and assets leads to financial losses.	1	3	3	2.1.1	Financial controls and procedures are published and routinely reviewed
							2,1,2	An Investment and Reserves Policy is published and routinely reviewed.
							2.1.3	An internal Audit of the implementation of financial controls and procedures is routinely carried out.

							2.1.4	A statutory annual Audit is carried out by external Auditors.
							2.1.5	A Management Report by the external Auditors is received annually.
							2.1.6	A Trustee (the Treasurer) is appointed with lead responsibility for financial matters.
							2.1.7	Trustees receive monthly financial activity reports
							2.1.8	Random checks of financial transactions are carried out.
		2.2	There is a risk that external factors will cause the prolonged loss of income from membership, publications and/or conferences, which will adversely affect the Institution’s activities and/or standing.	2	3	6	2.2.1	A Business Contingency Plan is published and routinely reviewed.
		2.3	There is a risk that the loss of the Engineering Council licence (to place members on the Registers and accredit courses) would lead to a loss of membership and membership fee income, and adversely affect the standing of the Institution.	2	3	6	2.3.1	An internal Audit of membership and accreditation is carried out by the Professional Affairs Committee.
3	Reputational	3.1	That the Institution's professional reputation and status will be adversely affected by inappropriate actions by standing Committees, Divisions, Branches/Joint Branches, individual members or members of staff.	2	3	6	3.1.1	Standing Committees’ responsibilities and authority are governed by their Terms of Reference.
							3.1.2	Divisions and Branches/Joint Branches are governed in accordance with constitutions which are routinely reviewed.
							3.1.3	Members’ actions are governed by the Institution’s Code of Professional Conduct and enforced by the Institution’s Disciplinary Procedure.
							3.1.4	Actions by members of staff are governed by individual contracts and Terms of Reference for senior staff members.
							3.1.5	The Institution’s policy for contact with the press is published
4	Operational	4.1	There is a risk that the temporary or permanent	2	2	4	4.1.1	A Business Contingency Plan is published and

			loss of key staff, the Headquarters building and/or facilities will adversely affect the Institution's activities and/or financial standing.					routinely reviewed.
		4.2	There is a risk that a failure to implement to Health & Safety legislation will result in injury/loss of life with subsequent damage to the Institution's reputation and finances.	2	4	8	4.2.1	Health & Safety procedures are documented and routinely reviewed.
							4.2.2	A Trustee is appointed with lead responsibility for H&S issues
							4.2.3	A member of staff is designated as the H&S Officer.
							4.2.4	External safety audits and inspections are routinely commissioned
		4.3	There is a risk that a cyber attack on the server will render data inaccessible, resulting in short to long term disruption to the Institution's business.	2	4	8	4.3.1	A Business Contingency Plan is published and routinely reviewed.