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THE ROYAL INSTITUTION OF NAVAL ARCHITECTS

Chief Executive: Trevor Blakeley CEng FRINA FIMarEST FIMechE



Sec/Board11Apr2018

22 May 2018

The President and members of Council

Dear Council members,

BOARD OF TRUSTEES MEETING – 11 April 2018

The draft minutes of the Board meeting held on 11 April 2018 are enclosed.

Yours sincerely

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

Trevor Blakeley
Chief Executive

Enclosure:

Minutes of Board meeting held on 11 Apr 2018

THE ROYAL INSTITUTION OF NAVAL ARCHITECTS

Minutes of Board of Trustees meeting held on 11 April 2018

Present:

N Pattison (Vice Chairman)
J Frier (Treasurer)
H F Spencer
A Pattison
R W Birmingham
P Wrobel
R Gehling (Telelink)
A King (Telelink)
T Blakeley (Chief Executive)

DECLARATION OF INTERESTS

1. No pecuniary or conflict of interest with the matters to be discussed were declared.

MINUTES OF MEETING 25 January 2018

2. The minutes were approved as a true record of the meeting, subject to P Wrobel being added to the list of those attending.

ACTIONS ARISING OR OUTSTANDING FROM PREVIOUS MEETINGS

3. Action 1/18: Chief Executive to incorporate ED&I Policy into Policy & Procedures (Governance, Finance & Administration) Manual. **Complete**
4. Action 2/18: Chief Executive to amend Press & Media Policy to delegate authority to Presidents of Divisions to communicate with press and media on national issues, and to incorporate the amended policy into the Policy & Procedures (Governance, Finance and Administration) Manual. **Complete**
5. Action 3/18: Chief Executive to produce draft Succession Plan for inclusion in Business Contingency Plan. **Complete**
6. Action 4/18: Chief Executive to incorporate Declaration of Interests Policy into the Manual into the Policy & Procedures (Governance, Finance and Administration) Manual when final draft received. **Complete**
7. Action 5/18: Chief Executive and P Wrobel to determine how to conduct Stage 2. **Complete**
8. Action 6/18 (Para 19): Chief Executive to draft statement to Council on Stage 2. **Complete**
9. Action 7/18: Mr A Pattison to forward a list of points he had noted during Trustees Training and other Board members to add their own noted points. **Complete**
10. Action 8/18: Chief Executive to seek Council's agreement for Certificate of Appreciation to be presented to Sarah Watts. **Complete**

FINANCE

Departmental Report

11. The February 2018 Departmental Report was noted.

Cashflow and Investments

12. The Chief Executive reported that cash held in the bank at 10 April 2018 was £869K and the value of investments at 24 Jan 2018 was £4.2M. He stated that 2 x £50K had been transferred to investments and a further 2 x £50K would be transferred in due course

COUNCIL MATTERS

13. The Vice Chairman reported that the Board had last met on 25 Jan 2018, and the minutes of the meeting had been forwarded to members of Council. There were no queries concerning the Minutes.

14. The Chief Executive reported that D Aldwinckle had queried the requirement in the By Laws for Council to endorse the appointment of members of standing committees. It was agreed that this requirement could be met without change to the By Laws by each chairman reporting annually on the status of the committee wrt membership.

Resignation of the President

15. The Vice Chairman informed members of the Board that at the last Council meeting, he had reminded members that at its previous meeting when the resignation of T Boardley had been discussed, it had been agreed that further information was required in support of his view that governance was inadequate and the Board had failed to support the Chairman. He had further informed Council that the views expressed and proposals made at that meeting had been considered by the Board at its last meeting, and that the Board had accepted the offer by P French to meet with T Boardley, to give him the opportunity to provide such information. He had informed Council that the Board had only recently received the report of the meeting, and would be considering it at its next meeting. He had assured Council that they would be informed of the outcome of that consideration.

16. The report was discussed by the Board in detail and it was agreed that, following reflection and any additional comments received from members of the Board, R Birmingham would draft a statement by the Board to Council, informing it of the outcome of its consideration of the issues raised by T Boardley during his meeting with P French.

RISK REGISTER

17. The Risk Register was reviewed and reissued without change.

18. The Chief Executive Succession Plan was approved, noting that it reflected both planned and unplanned departure of the Chief Executive. The Chief Executive was actioned to include it in the Policy & Procedures Manual, and make reference to it in the Business Contingency Plan

STRATEGIC REVIEW

19. The Chief Executive reported that the Board's Memo on the Strategic Review Phase 2 had been forwarded to members of Council, and their preferences for serving on the WGs received. The Chief Executive was actioned to forward the current composition of WGs to members of the Board and for Board members to recommend non Council members to be invited to serve on the WGs.

20. It was agreed that each WG should consist of 10 members, and would convene as and where suits each group, eg by email video conference etc.

Post meeting note: Newly elected members of Council have been invited to join the WGs.

21. The time table was reviewed and revised as follows:

Apr 2018:	Working Groups formed
Jul 2018:	Brief Preliminary Report on intended scope of work
Oct 2018:	First draft of Final Report
Jan 2019:	Board report to the members on outcome of Strategic Review

22. The WGs should aim to submit their reports two weeks before the Board meeting.

CHIEF EXECUTIVE'S REPORT

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

POST TRAINING DISCUSSION

24. It was agreed that this item should be deferred to the next meeting. The Chief Executive was actioned to provide all members with a copy of the points listed by A Pattison.

BOARD DUTIES AND ACTIVITIES

25. The Board considered the proposal from C Savage that the Board's governance responsibilities should be listed and a brief description provided on how those responsibilities were met, which could be routinely reviewed.

26. The Chief Executive stated that the duties of the Board were listed in the Policy and Procedures, as was the Self-Assessment Check List, which was based on the Charity Commission's guidance document "15 Questions Trustees should ask themselves" and complemented the more comprehensive Internal Audit.

27. The Chief Executive was actioned to forward both documents to C Savage.

28. J Frier stated that he had made notes on the Charity Commission's Guidance for Large Charities during the Internal Audit, and would make them available to members of the Board

DATE OF NEXT MEETING

29. The next Board meeting will be held at 11:30 on 18 Jun 2018, to be followed by the annual meeting of the Benevolent Fund.

ACTIONS ARISING/OUTSTANDING

30. Action 9/18 (Para 16): R Birmingham to draft a statement by the Board to Council, informing it of the outcome of its consideration of the issues raised by T Boardley during his meeting with P French.

31. Action 10/18 (Para 18): The Chief Executive to include Chief Executive Succession Plan in the Policy & Procedures Manual, and make reference to it in the Business Contingency Plan.

32. Action 11/18 (Para 19): The Chief Executive to forward the current composition of WGs to members of the Board.

33. Action 12/18 (Para 19) Board members to recommend non Council members to be invited to serve on the Strategy Review WGs.

34. Action 13/18 (Para 24): Chief Executive was actioned to provide all members with a copy of the post Trustees Training points listed by A Pattison.

35. Action 14/18 (Para 27): 26. Chief Executive to forward Charity Commission's guidance document "15 Questions Trustees should ask themselves" and Internal Audit check list to C Savage.

Enclosure: Chief Executive's Report

BOARD OF TRUSTEES' MEETING – 11 APR 2018

CHIEF EXECUTIVE'S REPORT

This report covers the period 25 Jan – 11 Apr 2018

STAFF

An appointment to the position of Publications Sales Assistant has been made. Following the reduction in the number of printed publication sales, this position has now been made part-time.

Following the resignation of the Production Manager, due to long-term ill health problems, the position was filled internally. Applications for the now vacant position of Editorial Assistant/Production Assistant have now been invited.

Headquarters

A successful Fire Drill was carried out. Additional publications storage shelving has been provided in the space vacated by the reduction in Advertising staff.

VISITS REPORT

Malaysia

I visited the Technical University of Malaysia (UTM) at Johor Bahru, where I met with Faculty Staff to discuss the strengthening of the links between the Institution and the University, particularly with regards to student membership. The Faculty is keen to maintain these longstanding links. We also discussed the Institution's involvement with the MARTEC 2018 Conference which is being hosted by UTM and to which I am invited as a Keynote Speaker, as in previous MARTEC conferences.

I later gave a presentation to undergraduate students (in all 4 years) and to postgraduate students on the activities and benefits of Student Membership.

Singapore

Although only briefly in Singapore, I was able to meet with senior members of the Institution and Newcastle University (Singapore Campus).

Australia – Launceston

The main purpose of my visit was to support the Division in renewing the links between the Institution and the Australian Maritime College. Such links, particularly Student Membership, are essential to the future wellbeing of the Australian Division.

Student membership has declined in recent years, as have the activities of the Tasmanian Section, which is principally centred around the College. However, I am confident that with key staffing changes at AMC, the Institution's links with AMC and the activity of the Tasmanian Section will return to their previous strength.

Whilst at AMC, I gave presentations on the activities and benefits of membership to both students and graduates, and on the Routes to Chartered Membership.

I also had the opportunity to meet with the President of the Australian Division, to discuss actions which both Headquarters and Division could take to strengthen links with industry in Australia.

NZ - Auckland

My brief visit to the NZ Division coincided with the High Performance Yacht Conference 2018. I attended a presentation of the Division, at which I was able to update members of the Division on the Institution's activities, including the strategic review.

Australia - Melbourne

During a brief stopover in Melbourne, I had the opportunity to meet with the Vice President of the Australian Division when we discussed how internal communications of the Division might be improved.

Sri Lanka - Colombo

I visited Colombo as the guest of the Sri Lankan Navy and the Engineering Faculty of the General Sir John Kotelawala Defence University (KDU).

KDU is a mixed military and civilian university, run by the Sri Lankan military, and currently teaches course on marine engineering. It is in the process of introducing a naval architecture course and has expressed the intention of applying for Engineering Council accreditation through the Institution. I met with the Head of the Faculty and her senior staff to discuss accreditation and the restructuring of the courses into a new (suggested) Maritime Engineering Department. I found great willingness to develop links with the Institution, through accreditation, membership of staff and students, and awards.

I later gave a presentation to undergraduate and post graduates students on the activities and benefits of membership.

I also visited Sri Lankan Naval Headquarters and Colombo Dockyard, where I met with senior officers and management (the Head of the Sri Lankan Navy Engineering Division and the MD of Colombo Dockyard are both Fellows of the Institution). I later gave a presentation to Sri Lankan Naval Engineer Officers on the activities and benefits of membership.

Throughout my visit, I found enthusiasm for developing closer links with the Institution, and support for the formation of a Branch in Sri Lanka, which has since been approved by the Council and Board.

Italy - Genoa

I attended the RINA – d'Amico Student Award ceremony, now in its 10th year, at Genoa University, and presented the Award. I also took the opportunity to present the Ian Telfer Award (for the best paper on a general subject published in the 2017 Transactions by an author under the age of 35) to the joint recipients, who are both graduates of Genoa University and attended the Award Presentation.

DIARY

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

Jan

29-1 Feb Sri Lanka – see Visits Report above

Feb

23 Small Craft Surveyors Forum (Petersfield)

Mar

4-16 Singapore - Malaysia – Australia – NZ (See Visits Report above)

20 Lloyd's Register – Graduate Presentation (Southampton)

21 HMS SULTAN – Royal Navy Engineering Challenge (Gosport)

26-28 Genoa University (See Visits Report above)