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THE ROYAL INSTITUTION OF NAVAL ARCHITECTS

Chief Executive: Trevor Blakeley CEng FRINA FIMarEST FIMechE



Sec/Board/16July2020

1 August 2020

The Chairman and members of the Board of Trustees

Dear Trustees,

BOARD OF TRUSTEES MEETING – 16 July 2020

The draft minutes of the Board meeting held on 16 July 2020 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 16 July 2020

THE ROYAL INSTITUTION OF NAVAL ARCHITECTS

Minutes of Board of Trustees meeting held on 16 July 2020

Present:

M d'Amico (Chairman)
C Savage
R Cripps
L Santini
J Frier
P Wrobel
T Allan
D Monioudis
R Gehling
J K Paik
T Strang
E Pang
T Blakeley (Chief Executive)

OPENING STATEMENT BY THE CHAIRMAN

1. The Chairman reported that it was a great pleasure to welcome members to this Board meeting – his first as Chairman of the Board and for some, their first meeting as a member of the Board since their appointment. He thanked them and all members of the Board for their willingness to give so freely of their time to serve the Institution.
2. He stated that every year presents new challenges to the Institution as it seeks to respond to the changing professional needs of its members and the maritime industry or community. For the next year, and probably following years, the Institution would be faced with the added challenge of responding to the Coronavirus pandemic affecting members in all the 92 countries where they are located.
3. He saw the Board as a key member of the Institution team, working with the Council, the Committees and the Secretariat, seeking to advance the Institution's position as a leading and respected international professional institution. He expected that there would be times when members of the Board do not agree, and that was to be welcomed. However, it was his hope that after discussion it can speak as a single voice, with consensus, rather than just a majority.
4. He looked forward to getting to know new members of the Board during his time as Chairman, where he saw his role is to lead, rather than direct.
5. A brief silence was held in memory of those individuals who had lost their lives to the Coronavirus, and of their families and friends.

DECLARATION OF INTERESTS

6. No pecuniary or conflicts of interest with the matters to be discussed were declared.

MINUTES OF MEETING 22 June 2020

7. The minutes of the meeting held on 22 June 2020 were accepted as a true record, subject to the following amendments:

8. Para 1 to read:

The Chairman noted that he had been made aware of a potential conflict of interests with regard to Agenda Item 7. However, both he and the Chairman of the Recruitment sub-group were agreed that no conflict of interest would arise. No pecuniary or conflicts of interest with the matters to be discussed were declared by members present.

9. Para 5 to read:

Fourteen members of Council had expressed their willingness to be appointed as Trustees, and Council members had been asked to express their preferences for the appointments. In accordance with the procedure for appointing Trustees, the Board took account of the Council's preferences, together with the skills and experience of the members being considered. It was agreed that the skills and experience necessary to maintain the required balance of the Board would be provided by the four members of Council who had received the greatest number of preferences, together with two other members. The following members of Council would therefore be invited to accept appointment as Trustees:

T Allan
R Gehling
D Monouidis
J P Paik
E Pang
T Strang

10. New Para 7

The Board noted there had been a significant increase in Council members willing to be considered and that working towards increased diversity in candidates in the future would be beneficial.

ACTIONS ARISING OR OUTSTANDING FROM PREVIOUS MEETINGS

11. Action 1/20: Chief Executive to organise a Board training session.

Outstanding

The Chief Executive reported that he would identify topics covered by external team training course and present to the Board for choice.

12. Action 2/20: C Savage to propose changes to risk ratings.

Outstanding

ELECTION OF VICE PRESIDENT

13. The Chairman reminded members that the election of the Vice Chairman was deferred at the last Board meeting until this meeting. In response to a question, the Chief Executive confirmed that there was no TOR for the Vice Chairman, whose only specified role was to stand in for the Chairman at meetings when he was not available. In making this nomination, the Chairman stated that at this time when the Board had a high number of new members, he had taken account of Paul

Wrobel's experience as a previous Board member. He acknowledged that on this occasion, other Board members had not been invited to be considered for election.

14. Paul Wrobel was unanimously elected as the Vice Chairman of the Board.

15. Following discussion, the Chief Executive was actioned to draft changes to the Policy & Procedures Manual to include the role of and procedure for electing the Vice Chairman.

FINANCE

Departmental Report

16. The Chief Executive reminded members that following approval of the Annual Budget, a monthly profile for income and expenditure was produced, taking into account the planned programme of activities over the year. This profile formed the basis of the monthly Departmental Report and Cashflow. Figures to the date of the Report were actuals, while those from the date of the Report were predictions.

17. Following discussion and explanation of lines in the Report, it was accepted. Some members requested further guidance on the structure of the Report outside the meeting.

18. The Chief Executive reported that at the time of the meeting, investments were valued at £3.66M and cash was £605K

Cashflow Forecast

19. The Chief Executive stated that the restrictions imposed by the Coronavirus were having a significant impact on cashflow. He had therefore produced a Cashflow Forecast to the end of the calendar year, reflecting his expectation of the impact on income and expenditure. This Forecast was updated monthly. He noted that the actual figure at July was close to that forecast.

20. He reminded members that in order to respond to a possible cash shortage in the last quarter of the year, he had made arrangements to realise investments at short notice. He also stated that he had arranged short term bank overdraft facility, subject to Board approval. This was approved. He reported that his proposal to take advantage of the Government's loan scheme was not successful because of the value of the Institution's assets. He stressed that these were contingency arrangements, and he hoped would not be required.

2020/2021 Budget

21. The Chief Executive presented his proposed 2020/2021 Budget. He stated that the Annual Budget was normally presented for approval at the October meeting, but given the financial uncertainty over the next Financial Year, he had considered it prudent to produce a provisional Annual Budget earlier than usual. This Budget would be updated and presented for approval at the October meeting.

22. He stated that the presented Annual Budget reflected his expectation of significantly reduced income, principally from advertising and events. With regard to events, he stated that currently he did not expect live conferences to commence until 2021, and that attendance would be much reduced. He was planning a mixed conference programme of 30% online and 70% live events, noting that online conferences did not attract the same level of income, the expectation being that delegate fees for online conferences should be lower than for live conferences. However, he also intended to trial hybrid conferences (ie simultaneous live and online conferences) which could

allow a higher delegate fee. Advertising revenue was expected to be affected by reduced budgets and the cancellation of major Shows.

23. In response to a query regarding reductions in staffing costs, he stated that there was no scope for further staff reductions beyond those he had already taken without a reduction in Institution activities.

RISK REGISTER

24. No change to Risk Register was made, and the Register was reissued.

25. A Working Group (T Allan, C Savage and J K Paik) was formed to review the structure and content of the Risk Register in the light of the prevailing Coronavirus situation

STRATEGIC REVIEW

Digital Media

26. The Chief Executive presented his review of the Institution's use of digital media to communicate with members of the Institution and maritime community. The review was noted.

Final Report

27. The Chairman reminded members that the Strategic Review had commenced in 2017. Using the membership Survey as the basis for their work, the Working Groups made forty recommendations which were accepted by the Board. The Special Groups set up to take the work of the Working Groups forward identified approximately sixty actions required to implement the Recommendations. All actions were allocated to the Secretariat and Committees and six were still in hand. All other actions have been completed or are now ongoing, routine actions.

28. He therefore considered that it was appropriate to formally announce to the members that the Strategic Review was complete, although of course the outcomes of the Review will continue to be felt for many years, and many would be subject to review with experience. If agreed, the announcement of the completion of the Review would then be followed by a Final Report on its conduct and outcomes of the Review. A second, longer and more detailed Report would provide the historic archive of the Strategic Review. Publication of the Final Report would also be an appropriate time for the Board to publicly thank the fifty and more members of the Working Groups and Special Groups whose work has had been invaluable.

29. The formal completion of the Strategic Review was agreed. In discussion on the Final Report to the members, it was considered that the Report should give greater emphasis to the ongoing actions post Strategic Review. Members were actioned to forward comment on the Report to the Chief Executive

30. *Post meeting note:*

The following addition to the Final Report has been forwarded for agreement:

POST STRATEGIC REVIEW

Whilst the Strategic Review provided the opportunity to comprehensively review the Strategic Objectives and Directions of the Institution, it is the Board's responsibility to keep the future strategy of the Institution under continuous review, both to update the Strategic Plan as actions are

completed, or to add to it where the Board perceives that a change of Strategic Objective or Direction is required.

Strategic Direction E

31. The Chairman reminded Board members that it had been expected that the Special Group would present their recommendation for engaging a consultant to review the Institution's activities in this digital age. However, it had not been possible to arrange for the three short listed consultants to make a presentation to the Special Group. It was hoped that would take place during the week commencing 20 July, after which the Special Group would make its recommendation, and the Board would consider whether and when to proceed.

32. *Post meeting note:*

The presentations were conducted, and the SG's Recommendation and Report will be forwarded.

CHIEF EXECUTIVE'S REPORT

33. The Chief Executive presented his Report which was noted.

RECRUITMENT OF CHIEF EXECUTIVE

34. The Chairman invited Paul Wrobel to update the Board on progress with the recruitment of the Chief Executive's replacement. He stated that following the update, members may wish to consider the timing of recruitment process.

35. P Wrobel reported that applications for the position of Chief Executive had been received and the deadline for applications was 26 June. At this stage, the Selection Panel was confident that sufficient suitable applicants would be identified for interview during the week commencing 20 July. The Selection Panel would then seek the Board's endorsement for the most suitable applicant. Should the Board decline to endorse that applicant, the Selection Panel would propose the next applicant considered most suitable for the appointment. Currently the Selection Panel was working to the programme set in April 2020, i.e. Trevor Blakeley's employment as Chief Executive ends on 31 Oct 2020. No change was proposed.

36. *Post meeting note:*

An applicant has been endorsed by the Board.

DATE OF NEXT MEETING

37. The programme of meeting for the remainder of 2020 and 2021 will be forwarded in due course

ACTIONS ARISING OR OUTSTANDING FROM PREVIOUS MEETINGS

38. Action 1/20 (Para 11): Chief Executive to organise a Board training session.

39. Action 3/20 (Para 25): A Working Group (T Allan, C Savage and J K Paik) to review the structure and content of the Risk Register (Includes Action 2/20: C Savage to propose changes to risk ratings).

Enclosure: Chief Executive's Report 28 April – 15 July 2020

BOARD OF TRUSTEES' MEETING – 16 July 2020

CHIEF EXECUTIVE'S REPORT

This report covers the period 28 April – 15 July 2020

HEADQUARTERS

Headquarters remains closed, with daily visits three times per week by staff within walking/cycling distance to check security and forward mail. Larger mail items continue to be diverted to a nearby Post Office. Preparations are in hand to re-open Headquarters when required to do so, i.e. restrictions on holding conferences, courses and meetings lifted.

Not wishing to enter into a contractual dispute, I have allowed Newport Shipping (top floor tenants) access to the building, under strict conditions which will limit their usage and maintain personal and building security.

Staff

One member of staff commenced maternity leave on 1 July. I will delay engaging maternity cover for as long as possible, redeploying Events staff.

One member of staff left in June, for family reasons. I will also delay replacing him for as long as possible by redeploying Events staff. I have also reviewed his duties and by some re-distribution amongst other staff I will be able fill the position on a part-time basis.

One member of staff remains furloughed.

IT

The replacement for Tribe – the Institution's central Data Management System – has commenced testing and is on track for handover in August/September, in time for familiarisation before being used for the 2021 Membership Fee Renewals.

ACTIVITIES

Events

All conferences scheduled for 2020 will either be postponed to 2021 or run as full online conferences in 2020. Successful online conferences using the Zoom platform have already been run for *EEDI* (1 day - 250 delegates); *Autonomous Ships* (2 days - 150 delegates) and *High-Performance Marine Vessels* (2 days - 200 delegates). All conference have been free to members, and non-members were charged a delegate fee (£25) for the *High Performance Marine Vessels* conference. These three online conferences have provided valuable experience in the administration and conduct of such events.

The three online conferences had been planned to be offline, and papers had already been received before Headquarters closed. All speakers agreed to present their papers online. The next online conference – *Smart Ship Technology* (2 days) – will be the first to be planned from the onset as an online conference, and therefore the response in terms of submitted papers is not known. Also, all delegates will be charged a nominal registration fee.

In order to maintain income, it is necessary to schedule, as far as possible, a full programme of offline conferences. It is therefore intended that a mixed programme of 30% online and 70% offline conferences will be scheduled for 2021. This balance will need to be continually reviewed. All conferences will charge a registration fee. Online conferences should not be confused with Webinars.

Recordings of the presentations and Q&A of these online conferences are posted free to view on the Institution's YouTube Channel, attracting significant numbers of views and subscribers. It is intended to introduce Pay To View (PTV) for such presentations from 2021 onwards.

Divisions, Branches and Sections

Divisions, Branches and Sections are now able to use the Institution's Zoom Pro account to conduct their meetings (Max 500 registrants). Recordings of such meetings are also posted on the Institution's YouTube Channel.

VISITS

As expected, I have not carried out any visits since returning from Australia and the Far East in March. However, I have attended online UK and Australian Section Technical and Committee meetings. I have also attended the online RINA – d'Amico Student Award presentation at Genoa University.

Trevor Blakeley
15 July 2020