

FOUNDED 1860 INCORPORATED BY ROYAL CHARTER 1910

# RINA

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## THE ROYAL INSTITUTION OF NAVAL ARCHITECTS

Chief Executive: Trevor Blakeley CEng FRINA FIMarEST FIMechE



### IN CONFIDENCE

Sec/Board16 Oct2018

3 November 2018

The Chairman and members of the Board of Trustees

Dear Trustees,

### BOARD OF TRUSTEES MEETING – 16 Oct 2018

The Confidential draft minutes of the Board meeting held on 16 Oct 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 16 Oct 2018

**IN CONFIDENCE**

**Minutes of Board of Trustees meeting held on 16 Oct 2018**

Present:

R W Birmingham (Chairman)  
J Frier  
R Cripps  
A King  
C Savage  
M d'Amico  
P Wrobel  
L Santini  
A Pattison (Telecom)  
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 12 July 2018**

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

**ACTIONS ARISING OR OUTSTANDING FROM PREVIOUS MEETINGS**

3. Action 15/18: Chief Executive to advise of results of detailed comparison at the end of the first full year's operation since the change in advertising sales policy. **Outstanding**
4. Action 18/18: The Chief Executive to amend the Risk Register to show when routine actions, reviews, etc. were to be conducted in the year. **Outstanding**
5. Action 20/18: The Chief Executive to put the links to the Charity Commission Guidance Notes provided to all new Trustees on the Board Forum. **Complete**
6. The Board approved all actions arising at the previous meeting which were subject to Board approval:
7. Action 21/18: Members of the Board to identify suitable persons to be invited to participate in Board activities, particularly those able to extend the representation on the Board, for consideration at the next meeting. **Complete**
8. Action 22/18: Members of the Board to express their view on informing members of action taken regarding T Boardley resignation. **Complete**
9. Action 23/18: Chairman to inform T Allan that his letter had been brought to the attention of the Board and Council as he requested, but that no that no detailed response to the points raised in the letter was necessary. **Complete**
10. Action 24/18: Chairman and one or two Board members to review the process for the performance review of the Secretariat **Outstanding**
11. Action 25/18: Chief Executive to write to Chairmen, suggesting that they consider holding a meeting of their WG, to encourage such input. **Complete**

12. Action 26/18: The Chief Executive to draft a proposed change to Section 2 the Risk Register

**Complete**

## **FINANCE**

### **2018-2019 Budget**

13. The 2018/2019 Budget proposed by the Chief Executive was approved.

### **Staff Remuneration**

14. The Chief Executive advised the Board of the annual pay increases to Staff.

15. He advised the Board that he would shortly become ineligible to be enrolled in the Institution's Personal Pension Plan. He requested that at this time, the Employer's annual contribution of 7% be included in his salary, net of Employer's NI contribution. It was agreed that an ad hoc Remunerations Committee, comprising the Chairman and the Treasurer should be formed to consider the request. The Board agreed that the recommendation of the Committee would be supported.

*Post meeting note: The Remuneration Committee approved the Chief Executive's request*

### **Remuneration of expenses**

16. The Chief Executive confirmed that it was the Institution's policy that all reasonable expenses incurred by members of Committees, Council and the Board in the course of carrying out their Institution duties would be reimbursed. Where there was doubt as to whether a proposed expense qualified, guidance was provided by the Chief Executive. In cases of significant expenditure, he would seek the direction of the Board. The Chief Executive was actioned to clarify this action in the Policy & Procedures (Governance, Finance & Administration) Manual.

## **COUNCIL MATTERS**

17. The President noted that at its earlier meeting, Council had supported the recommendation that the composition of the Council should be amended to become more representative of the world wide membership by reflecting geographic location as well as membership category and experience in the election of its members. The Council expressed the view that the necessary changes to implement the recommendation should be made in a controlled and progressive manner which would allow periodic review of the impact of the changes on the effectiveness of Council.

18. He noted that the Council had also expressed the view that the role of Vice Presidents should be reviewed, and that they should be appointed by the Council, rather than elected by the membership.

## **STRATEGIC REVIEW**

### **Role, size and composition of Council**

19. It was agreed that Vice Presidents should be appointed from elected members of Council, and not elected by the full membership. The number, criteria for appointment and role of the Vice Presidents would be determined following further recommendation by WG4.

## **International Representation on Council**

20. The recommendation of WG4 that the composition of the Council of the Institution be amended to become more representative of the world wide membership by reflecting geographic location as well as membership category and experience in the election of its members was accepted. The Chief Executive was actioned to draft the Resolution to be presented to the membership to make the necessary changes to the By Laws to implement the recommendation, and to draft such changes.

21. It was agreed that the recommendation should be implemented in a controlled and progressive programme which would aim to achieve full representation of the membership in the geographic allocation of seats on Council, but which would allow the impact on the effectiveness of Council to be periodically assessed, and the allocation of Council seats to be revised if required, The Chief Executive was actioned to produce an implementation plan.

## **RISK REGISTER**

22. The Chief Executive reported that he had amended the Risk Register to specify that all actions by the Board should be taken annually, rather than routinely. However, this presented a significant load on the Board and he sought the Board's advice on whether this was acceptable, or whether the frequency of some actions might be extended to bi-annul. It was agreed that initially all actions should remain annual, and the Chief Executive was actioned to draft a programme for Board actions at each meeting. The frequency of actions would be reviewed in the light of experience.

## **CHIEF EXECUTIVE'S REPORT**

23. The Chief Executive presented his Report (Enclosed). He stated that he would be introducing the new Technical Director to the Board at its next meeting.

## **DATE OF NEXT MEETING**

24. The next Board meeting will be held at 14:00 on 17 Jan 2019.

## **ACTIONS ARISING/OUTSTANDING FROM THE MEETING**

25. Action 15/18 (Para 3): Chief Executive to advise of results of detailed comparison at the end of the first full year's operation since the change in advertising sales policy.

26. Action 18/18 (Para 4): The Chief Executive to amend the Risk Register to show when routine actions, reviews, etc. were to be conducted in the year.

27. Action 24/18 (Para 10): Chairman and one or two Board members to review the process for the performance review of the Secretariat.

28. Action 27/18 (Para 16): Chief Executive to clarify procedure for reimbursement of expenses in the Policy & Procedures (Governance, Finance & Administration) Manual.

29. Action 28/18 (Para 20): Chief Executive to draft the Resolution to be presented to the membership to make the necessary changes to the By Laws to implement the recommendation.

30. Action 29/18 (Para 20): Chief Executive to draft changes to By Laws

31. Action 30/18 (Para 21): Chief Executive to produce an implementation plan for changes to Council.

32. Action 31/18 (Para 22): Chief Executive to draft a programme for Board actions required by Risk Register

Enclosure to minutes of Board meeting 16 Oct 2018

## **BOARD OF TRUSTEES' MEETING – 16 OCT 2018**

### **CHIEF EXECUTIVE'S REPORT**

This report covers the period 12 July – 16 Oct 2018

#### **STAFF**

Mark Staunton-Lambert, Technical Director, has resigned, in expectation of his retirement, and will leave the employment of the Institution on 31 Oct 2018. Karl Monk has been appointed as his replacement, and joined 8 Oct 2018.

#### **IT**

Late delivery of equipment, defect on custom built stand and non-availability of the Denny Room delayed installation and commissioning of videoconferencing facility until 15 Oct.

#### **VISIT TO SINGAPORE – INDONESIA - MALAYSIA**

Whilst in Singapore, I visited Newcastle University (Singapore Campus) to discuss future accreditation of its proposed Masters courses. I had lunch with the Singapore Joint Branch Committee, and attended a Technical meeting of the joint Branch where I had an opportunity to update them of progress with the Strategic Review.

Whilst in Malaysia (Kuala Lumpur) I attended the MARTEC 2018 Conference, organised by the Technical University of Kuala Lumpur and supported by the Institution. I gave a Keynote Speech on the Role of a Professional Institution in Promoting the Success of the Maritime Industry and presented awards for the best student posters. I also chaired a number of the sessions. I later met with members of the Joint Branch Committee.

Whilst in Indonesia, I visited the Technical Institute of Surabaya (ITS), Huang Tuah University, the Shipbuilding Institute of Polytechnic Surabaya (PPNS) and UPN Veterans University, where I met with senior members of staff and students, and gave presentations on the Institution. Other matters discussed were the accreditation of courses and introduction of RINA Student Awards. I also presented the Corporate Partner certificate to PPNS.

I later visited the Headquarters of the Indonesian Classification Society (BKI), where I met the Chief Executive and senior members of his staff, when we discussed accreditation of the planned training courses, election of BKI engineers and Corporate Partner membership (BKI have since been elected a Corporate Partner member of the Institution).

Throughout the visit to Indonesia I was accompanied by Professor Ketut Utama FRINA, whose assistance was invaluable.

## **DIARY**

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

### **July**

17: Student presentation - Newcastle University (Singapore Campus students)

### **Aug**

4-18: Visit to Singapore – Indonesia – Malaysia

### **Sep**

4-5: SMM (Hamburg)

25 : Student presentation - Southampton Solent University

### **Oct**

3: Student presentation - Plymouth University

5: Student Presentation - Southampton University

9: Student presentation - Strathclyde University

11: Student presentation – ENSTA Paris Tech

Trevor Blakeley